



September 3, 2025

To,
The General Manager,
Deptt of Corporate Services,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai – 400001

To,
The Vice President,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

Equity Scrip Code : 543249
Debt Scrip Code : 976606

Scrip Symbol: TARC

Subject: Notice of 9th Annual General Meeting of TARC Limited

Dear Sir / Madam,

This is further to our letter dated August 12, 2025 and in compliance of Regulation 30 & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 9th Annual General Meeting ("AGM") of the Company scheduled to be held on Thursday, September 25, 2025 at 12:00 Noon (IST) through Video Conference / Other Audio Visual Means.

The Notice of AGM is also available on the website of the Company at www.tarc.in.

Kindly take the same on record.

Yours Faithfully

For TARC Limited

Amit Narayan
Company Secretary
A20094

Encl.: As above

Notice of Annual General Meeting

Notice is hereby given that the ninth (9th) Annual General Meeting ("AGM") of Members of TARC Limited ("Company") will be held on Thursday, September 25, 2025 at 12:00 Noon (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business. The deemed venue of the meeting shall be the Registered Office of the Company situated at 2nd Floor, C-3, Qutab Institutional Area, Katwaria Sarai, New Delhi - 110016.

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint Mr. Anil Sarin (DIN: 00016152), as a director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. **To ratify, approve and confirm the remuneration of Cost Auditor for the financial year ending March 31, 2026.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration/professional fee of ₹ 50,000/- (Rupees fifty thousand) plus applicable taxes and reimbursement of out of pocket expenses, as approved by the Board of Directors upon the recommendation of the Audit Committee to be paid to M/s Bahadur Murao & Co., Cost Accountants (Firm Registration No. 08), Cost Auditor of the Company to conduct the audit of the cost records pertaining to real estate development activities of the Company for the financial year ending March 31, 2026, be and is hereby ratified, approved and confirmed.

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

4. **To re-appoint Mr. Miyar Ramanath Nayak (DIN: 03352749), as an Independent Director for a second term.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, based on the performance evaluation report and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Miyar Ramanath Nayak (DIN: 03352749), who was appointed as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from January 21, 2021 up to January 20, 2026 (both days inclusive) and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from January 21, 2026 up to January 20, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations and other applicable laws, if any, approval be and is hereby also granted for continuing the Directorship of Mr. Miyar Ramanath Nayak as an Independent Director of the Company during the second term notwithstanding he is attaining the age of 75 (Seventy Five) years on May 13, 2027.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) be and is hereby authorised to take all actions and do all such deeds, matters and

things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of members of the Company."

5. To approve the appointment of Secretarial Auditor of the Company.

To consider and if thought fit, to 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 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Mritunjay Shekhar & Associates, Company Secretaries (Firm Registration No. S2018DE619000), be and are hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years beginning from financial year 2025-26 to 2029-30 on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor, from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) be and is hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of members of the Company."

6. To approve the payment of remuneration to Mr. Amar Sarin (DIN: 00015937) as Managing Director & Chief Executive Officer for the period October 1, 2025 to December 27, 2025.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for

the time being in force), and the applicable Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, relevant provisions of Articles of Association of the Company and other requisite approvals, if any, required, and in furtherance of the resolution passed by the members of the Company on April 1, 2021, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Amar Sarin (DIN: 00015937) Managing Director & Chief Executive Officer of the Company for the period October 1, 2025 to December 27, 2025 (both days inclusive) as set out in the explanatory statement attached hereto and forming part of this notice.

RESOLVED FURTHER THAT all other terms and conditions of the Special Resolution as duly approved and passed through Postal Ballot by the Members of the Company on April 01, 2021, with respect to the appointment of Mr. Amar Sarin (DIN: 00015937), as Managing Director & Chief Executive Officer of the Company, shall continue to remain in full force and effect.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve payment of remuneration to Mr. Amar Sarin, Managing Director and Chief Executive Officer in excess of the limits prescribed under the said provisions during his tenure subject to the maximum overall limits specified under Section 197 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. To re-appoint Mr. Amar Sarin (DIN: 00015937) as Managing Director & Chief Executive Officer and to fix his remuneration.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any, (including any

statutory modification(s) or re-enactment thereof for the time being in force), and the applicable Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Amar Sarin (DIN: 00015937) as Managing Director & Chief Executive Officer of the Company, liable to retire by rotation, for another term of five (5) years effective from December 28, 2025 to December 27, 2030 (both days inclusive), on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified under Section 197 of the Act read with Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Amar Sarin.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve payment of remuneration to Mr. Amar Sarin, Managing Director and Chief Executive Officer in excess of the limits prescribed under the said provisions during his tenure subject to the maximum overall limits specified under Section 197 of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the tenure of Mr. Amar Sarin holding office as Managing Director & Chief Executive Officer, the remuneration as mentioned in explanatory statement annexed hereto, be paid or granted to Mr. Amar Sarin, as the minimum remuneration for a period not exceeding 3 (three) years or such other period as may be statutorily permitted provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling as provided in Schedule V to the Act or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, House Rent Allowance and perquisites

and other benefits payable to Mr. Amar Sarin within such prescribed limit or ceiling in terms of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

8. To redesignate Mrs. Muskaan Sarin (DIN: 01871183) Whole Time Director of the Company as "Whole Time Director and Chief Brand Officer" of the Company and to fix her remuneration.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, consent of the members of the Company be and is hereby accorded for the redesignation of Mrs. Muskaan Sarin (DIN: 01871183) Whole Time Director of the Company as "Whole Time Director and Chief Brand Officer" of the Company w.e.f. August 12, 2025 to September 28, 2026 (both days inclusive), on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board to alter and vary the terms and conditions of the her appointment/redesignation and/or remuneration so as the total remuneration payable to her shall not exceed the limits specified under Section 197 of the Act read with Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mrs. Muskaan Sarin.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve payment of remuneration to Mrs. Muskaan Sarin in excess of the limits prescribed

under the said provisions during her tenure subject to the maximum overall limits specified under Section 197 of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the tenure of Mrs. Muskaan Sarin holding office as Whole Time Director & Chief Brand Officer, the remuneration as mentioned in explanatory statement annexed hereto, be paid or granted to Mrs. Muskaan Sarin, as the minimum remuneration for a period not exceeding three year or such other period as may be statutorily permitted provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling as provided in Schedule V to the Act or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment/ redesignation including salary, House

Rent Allowance and perquisites and other benefits payable to Mrs. Muskaan Sarin within such prescribed limit or ceiling in terms of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For TARC Limited
Amit Narayan
 Company Secretary
 M. No.: A20094

New Delhi
 August 12, 2025

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), read with the relevant Rules made thereunder setting out all the material facts and reasons, in respect of special business under Item Nos. 3 to 8 of the accompanying Notice of the 9th Annual General Meeting ('Notice') is annexed hereto and forms part of this notice.
2. Pursuant to General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") issued by the Ministry of Corporate Affairs (MCA), read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated

October 03, 2024 and Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 ("SEBI Circulars") and any other relevant circulars issued by MCA or SEBI have permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing (VC)/ other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue and prescribed procedures and manner of conducting AGM through VC/OAVM. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), SEBI Circulars and MCA Circulars, the 9th AGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only through login credentials provided to them to connect to VC/OAVM. Physical attendance of the Members at the Meeting venue has been dispensed with. The deemed venue of AGM shall be the Registered Office of the Company at 2nd Floor, C-3, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016.

3. Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Proxy form and Attendance slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required. However, the Institutional / Body corporate members are entitled to appoint authorised

representatives pursuant to Section 113 of the Act to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. The Members may join the AGM in the VC/OAVM mode through Desktop/Laptop/ Smartphone/Tablet, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restrictions on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI') and Regulation 44 of SEBI Listing Regulations, (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting by electronic means to its Members in respect of all the businesses to be transacted at the AGM as set forth in AGM Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM and the Annual Report (including Financial Statements, Board Report, Auditors' Report and other documents required to be attached therewith) for the Financial Year 2024-25 are being sent electronically to all the Members/beneficial owner whose name appear in register of members/list of beneficiaries received from depositories as on Friday, August 29, 2025 and whose email address are registered with the Company/ Depository Participant(s)/Registrar. However, the Members of the Company may request physical copy of the Notice and Annual Report from the Company by sending a request at cs@tarc.in, in case they wish to

obtain the same by mentioning their Folio No/DP ID and Client ID.

7. Notice of the AGM and Annual Report for the Financial Year 2024-25 will also be made available on the website of the Company at www.tarc.in and on the websites 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 also on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
8. Members who have still not registered their e-mail ID are requested to get their e-mail ID registered, as follows:
 - (i) Members holding shares of the Company in electronic mode are requested to update and/or register their e-mail addresses with the depositories through their concerned Depository Participant(s).
 - (ii) Members holding Shares in physical mode are requested to update and/or register their e-mail addresses with the Company by submitting Form ISR-1 along with the other required documents with the Registrar and Share Transfer Agent of the Company, viz., Skyline Financial Services Private Limited ('RTA'). The format of Form ISR-1 is available on the website of the Company at www.tarc.in.
9. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. Members attending the AGM who have not casted their vote by remote e-voting, shall be entitled to vote at AGM through e-voting system. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitle to cast their vote again. Once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.
10. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: Monday, September 22, 2025, at 09:00 A.M. (IST)
 - b. End of remote e-voting: Wednesday, September 24, 2025, at 05:00 P.M.(IST)

Remote e-voting will not be allowed beyond aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

12. The voting rights of Members for e-voting shall be in proportion to the paid-up value of their shares in

the equity share capital of the Company as at close of business hours on Friday, September 19, 2025 (Cut-off date).

13. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/beneficial owner as on the cut-off date should treat this Notice for information purpose only.
14. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holds shares as on the cut-off date i.e. Friday, September 19, 2025, may obtain the User ID and password for e-voting from National Securities Depository Limited (NSDL) by sending a request at evoting@nsdl.com. However, if the shareholder is already registered with NSDL for remote e-voting then he/ she can use his/ her existing user ID and password for casting the vote. If a member forgets the password, it can be reset by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
15. The instructions for Members for remote E-voting and joining Annual General Meeting are as under:-
The remote e-voting period begins on Monday, September 22, 2025, at 9.00 A.M. (IST) and ends on

Wednesday, September 24, 2025, at 5.00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see 'e-Voting services' under 'Value added services'. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store

Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 55 09911.

- B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

- Password details for shareholders other than Individual shareholders are given below:

 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shekharmitunjay3@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@tarc.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@tarc.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual

meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@tarc.in. The same will be replied by the company suitably.

6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@tarc.in by Monday, September 22, 2025 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Institutional investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM facility.

8. Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.

16. Documents as referred to in the Notice and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours i.e. from 11:00 A.M. to 4:00 P.M. (IST) on all working days except Saturday, upto and including the date of the AGM of the Company. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 2 days before the AGM to enable the management to keep the information ready for proper reply. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and arrangements in which Directors are interested maintained under Section 189 of the Act and other relevant registers and documents referred in the Notice and the Explanatory Statement

will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to cs@tarc.in.

17. The Board of Directors has appointed Mr. Mritunjay Chandra Shekhar (FCS-12594, C.P. No. 20871) of Mritunjay Shekhar & Associates, Company Secretaries as scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at AGM, not later than 2 working days or 3 days, whichever is earlier, of conclusion of the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman or any person authorised by the Chairman. The Chairman or authorised person shall declare the voting result alongwith consolidated
19. While the voting results may be declared on or after the date of AGM, the resolutions will be deemed to have been passed on the AGM date, subject to receipt of requisite number of votes in favour of the resolutions.
20. The results declared along with Consolidated Scrutinizer's Report shall be placed on the website of the Company www.tarc.in and on the website of NSDL www.evoting.nsdl.com and shall also be displayed on the notice board at the registered office of the Company. The results shall also be communicated to the Stock Exchanges on which shares of the Company are listed.
21. The recorded transcript of this meeting shall be maintained by the Company and as soon as possible be made available on the website of the Company viz. www.tarc.in after conclusion of the meeting.
22. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by ICSI and notified by Ministry of Corporate Affairs ('MCA') in respect of the Directors seeking appointment/ re-appointment at the 9th Annual General Meeting are as follows:

Name of the Director	Mr. Anil Sarin	Mr. Miyar Ramanath Nayak	Mr. Amar Sarin	Mrs. Muskaan Sarin
DIN	00016152	03352749	00015937	01871183
Date of Birth	December 01, 1951	May 13, 1952	March 02, 1983	March 22, 1988
Age	73 Years	73 Years	42 Years	37 Years
Date of First Appointment on the Board	September 01, 2016	January 21, 2021	August 29, 2018	September 29, 2021
Relationship with Other Directors and Key Managerial Personnel	Father of Mr. Amar Sarin and Father in Law of Mrs. Muskaan Sarin	None	Son of Mr. Anil Sarin and Husband of Mrs. Muskaan Sarin	Wife of Mr. Amar Sarin and Daughter in Law of Mr. Anil Sarin
Expertise in Specific Functional Area	More than 43 years of experience in the business of Construction, Land Acquisition and Real Estate Development.	More than 40 years of experience in the banking industry. He specializes in treasury operations, international banking, gold banking & priority sector lending. He has hands-on experience in retail banking sector as the Head of Retail Banking in Corporation Bank, Treasury Operations as the Head of Treasury in Corporation and Allahabad Bank.	More than 20 years of experience in Real Estate Development, Finance, Business Development, Land acquisition and Construction.	More than 15 years of experience in Marketing, Brand Management, Campaign Organizing, Targeting Strategies for awareness enhancement, Content creation and social media management.
Qualification(s)	Graduate	B. Com and Certified Associate of Indian Institute of Bankers	Graduate	Master's in marketing from European Business School, London

Name of the Director	Mr. Anil Sarin	Mr. Miyar Ramanath Nayak	Mr. Amar Sarin	Mrs. Muskaan Sarin
No. of Meetings of the Board attended during the Year 2024-25	9 (Nine)	10 (Ten)	10 (Ten)	10 (Ten)
Directorships held in other Companies excluding Section 8 Companies	1. Anant Raj Farms Private Limited 2. TARC Estates Private Limited 3. Carnation Promoters Private Limited 4. Consortium Holdings Private Limited	1. Niskha Finance Private Limited	1. TARC Projects Limited 2. TARC Equestrian Centre Private Limited 3. Anant Raj Estates Private Limited 4. Anant Raj Power Limited	1. Anika International Private Limited 2. TWA Online Services Private Limited
Chairmanships/ Memberships of Committees of the Board of Other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	None	None	None	None
Number of Equity Shares held in the Company as at June 30, 2025, Including Shareholding as a Beneficial Owner	9,87,92,591	7000	9,27,46,631	6,18,500
Terms and Conditions of Appointment/Re-Appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anil Sarin, Director & Chairman is liable to retire by rotation.	Re-appointment as Independent Director for a second term of 5 consecutive years effective from January 21, 2026, not liable to retire by rotation.	Re-appointment as Managing Director & Chief Executive Officer, liable to retire by rotation, for a period of 5 years effective from December 28, 2025.	Redesignate as "Whole Time Director and Chief Brand Officer" w.e.f. August 12, 2025.
Proposed Remuneration	Nil	Nil	As mentioned in the Explanatory Statement for Item No. 6 & 7	As mentioned in the Explanatory Statement for Item No. 8
Remuneration drawn during financial year 2024-25 excluding sitting fee	Nil	Nil	₹ 120 Lakh	Nil
Listed entities from which the person has resigned/ceased in the past three years	None	1. PC Jeweller Limited 2. Asian Star Company Limited	None	None

23. It is mandatory for all holders of physical securities to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail of any service request from the RTA only after furnishing PAN and KYC details.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode.

The relevant forms as prescribed by SEBI for furnishing the above information are available on the website of the Company www.tarc.in.

Members holding shares in electronic mode are requested to update their PAN and Bank account details, nomination details, e-mail address with their respective DPs with whom they are maintaining their demat accounts.

24. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form.

Members may please note that pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialised form only, for processing any service requests from Shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. The Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. After processing the service request, a letter of confirmation will be issued to the Shareholder that shall be valid for a period of 120 days, within which the Shareholder shall make a request to the Depository Participant for dematerializing those shares. If the Shareholder fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares to the Suspense Escrow Demat Account held by the Company which can be claimed by the Shareholders on submission of necessary documentation.

In view of the above and to eliminate all risks associated with physical shares, participate in various corporate actions and for ease of portfolio management, members holding shares in physical form are requested to consider converting their physical holdings to dematerialized form.

25. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them.

Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Shareholders holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the RTA of the Company.

26. To prevent fraudulent transactions, Members are advised to exercise due diligence and also requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code etc.), with necessary documentary evidence, to their Depository Participant(s) in case the shares are held by them in dematerialised form and to the RTA of the Company in case the shares are held by them in physical form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

27. Members are requested to quote their Folio No. / DP ID - Client ID, as the case may be, in all correspondence with the Company/RTA.

28. Pursuant to the Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"), vide its order dated August 24, 2020, the Company on October 20, 2020, credited 8,92,069 fully paid-up equity shares to IEPF Authority in respect of the equity shares held by IEPF Authority in the Demerged Company as on the Record Date i.e. October 7, 2020. Concerned Shareholders can claim such shares from the IEPF Authority by making an online application in web form IEPF-5 available on <https://www.iepf.gov.in/> by following the procedure prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules").

29. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution (ODR Portal) Mechanism which undertakes a time bound online conciliation and/or online arbitration for resolution of disputes arising in the Securities Market. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the

SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In conformity with Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

Item No.3: To ratify, approve and confirm the remuneration of Cost Auditor for the financial year ending March 31, 2026.

The Board of Directors (the "Board") of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s Bahadur Murao & Co., Cost Accountants (Firm Registration No. 08), as Cost Auditor to conduct the audit of cost records pertaining to real estate activities of the Company for the financial year ended March 31, 2026 at a remuneration of ₹50,000/- plus applicable taxes and reimbursement of out of pocket expenses.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 50,000/- payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditor for the financial year ended March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 3.

The Board recommends the resolution as set out in item no. 3 for approval of the members as an Ordinary Resolution.

Item No. 4: To re-appoint Mr. Miyar Ramanath Nayak (DIN: 03352749), as an Independent Director for a second term.

The Members of the Company at their 5th Annual General Meeting held on December 21, 2021, approved the appointment of Mr. Miyar Ramanath Nayak ("Mr. Nayak") as an Independent Director of the Company to hold office for an initial term of five (5) consecutive years effective from January 21, 2021. His first term is due to expire on January 20, 2026, and he is eligible for reappointment for a second term on the Board of the Company. Further, pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing

Regulations"), it is also proposed to continue his directorship as an Independent Director of the Company during the second term notwithstanding he will attain the age of 75 years on May 13, 2027.

Mr. Nayak is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as Director. The Company has received a declaration from Mr. Nayak to the effect that he meets the criteria of independence as provided in the Act and the SEBI Listing Regulations. Mr. Nayak has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Nayak is the member of Nomination and Remuneration Committee and Risk Management Committee of the Board of Directors of the Company.

The Nomination and Remuneration Committee (NRC), considering his performance evaluation and knowledge, acumen, expertise, experience, substantial contribution and time commitment, recommends the reappointment of Mr. Nayak as an Independent Director for a second term of five (5) consecutive years effective from January 21, 2026 up to January 20, 2031 (both days inclusive), not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Nayak fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and also he has registered himself with the Independent Directors Databank and has obtained a certificate from Indian Institute of Corporate Affairs confirming his exemption from the online proficiency self-assessment test pursuant to the provisions of the Act. He is independent of the management and possesses appropriate skills, 40+ years of experience in the banking industry and knowledge to hold such position on the Board of the Company. The Board, based on the recommendation of NRC, considers that, given the background, extensive expertise in various banking domains & the public sector offers great insights and mentorship in various policy and strategic topics for the Company and contributions made by Mr. Nayak during his tenure, the continued association of Mr. Nayak would be beneficial to the Company and it is desirable to continue availing his services as an Independent Director for a second term of five (5) consecutive years effective from January 21, 2026 up to January 20, 2031.

The terms and conditions for appointment of Mr. Nayak as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company without any fee during normal business hours i.e. from 11:00 A.M. to 4:00 P.M. (IST) on all working days except

Saturday, upto and including the date of the AGM of the Company and the same is also available on the website of the Company at www.tarc.in.

The brief profile and other information of Mr. Nayak, in compliance of Regulation 36 of SEBI Listing Regulations and Secretarial Standards (SS-2) on General Meeting, is annexed with this Notice.

Except Mr. Nayak, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 4.

The Board recommends the resolution as set out in item no. 4 for approval of the members as a Special Resolution.

Item No. 5: To approve the appointment of Secretarial Auditor of the Company.

In accordance with the provisions of Section 204 of the Companies Act, 2013 (the 'Act'), and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

As per the SEBI Listing Regulations, every listed entity shall basis on the recommendation of the Board of Directors appoint/re-appoint

- (i) an individual as a secretarial auditor for not more than one term of five consecutive years; or
- (ii) a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years,

subject to shareholders' approval at the Annual General Meeting. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India ('ICSI') and should not have incurred any of the disqualifications as specified by SEBI.

M/s P K Mishra & Associates, Practising Company Secretaries, had been the Secretarial Auditor of the Company for last 5 years. As a good governance practice and to ensure independence, it is proposed to change the Secretarial Auditor of the Company. The Board places on record its sincere appreciation and gratitude to M/s P K Mishra & Associates, Practising Company Secretaries, for their dedicated and professional services as Secretarial Auditors of the Company over the past 5 years.

M/s P K Mishra & Associates, had been paid a remuneration of Rs. 1,00,000 (Rupees One Lakhs Only) excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals, for conducting the Secretarial Audit of the Company for the FY 2024-25.

The Board of Directors of the Company, pursuant to the recommendation of the Audit Committee, and after considering the experience, market standing of the firm and independence, has recommended the appointment of M/s Mritunjay Shekhar & Associates (FRN: S2018DE619000) as Secretarial Auditors of the Company for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 14th AGM to be held in the year 2030, to conduct Secretarial Audit for the period from April 01, 2025 till March 31, 2030. M/s Mritunjay Shekhar & Associates, Company Secretaries is peer reviewed firm of Practising Company Secretaries with over 22 years of excellence in Corporate Governance and Compliances. M/s Mritunjay Shekhar & Associates is widely recognized for its expertise in Corporate Law compliances, Corporate Restructuring, FEMA compliances, Secretarial Audits.

The Company has received written consent from M/s Mritunjay Shekhar & Associates, Company Secretaries, confirming their eligibility and willingness to be appointed as the Secretarial Auditor of the Company. They have also confirmed that they meet the eligibility criteria to be appointed as Secretarial Auditor in accordance with the provisions of the Act and SEBI Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India and that they have not incurred any of the disqualifications as specified by the SEBI.

Pursuant to the recommendation of the Audit Committee and the Board of Directors, the proposed fees payable to M/s Mritunjay Shekhar & Associates for conducting the secretarial audit of FY 2025-26 is ₹1,00,000/- plus out-of-pocket expenses incurred by them in connection with the said audit and other applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. Additionally, the Company would also avail such other permissible services from M/s Mritunjay Shekhar & Associates on mutually agreed terms and conditions, which are approved by the board of directors of the Company but shall not include any services as specified by SEBI that a Secretarial Auditor can't render to the listed Company.

The Board of Directors in consultation with the Audit Committee and M/s Mritunjay Shekhar & Associates, may alter or vary the terms and conditions of appointment, including fees, in such manner and to such extent as may be mutually agreed.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 5.

The Board recommends the resolution as set out in item no. 5 for approval of the members as an Ordinary Resolution.

Item No. 6: Approval of payment of remuneration to Mr. Amar Sarin (DIN: 00015937) as Managing Director & Chief Executive Officer for the period October 1, 2025 to December 27, 2025.

The Members of the Company through postal ballot resolution passed on April 1, 2021, approved the appointment of Mr. Amar Sarin as Managing Director and Chief Executive Officer of the Company, for a period of five (5) years w.e.f. December 28, 2020, without any remuneration. Thereafter in the Annual General Meeting of the Company held on September 30, 2022, the Members of the Company approved the payment of remuneration to Mr. Amar Sarin for a period of three (3) years w.e.f. October 1, 2022 to September 30, 2025.

Based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 12, 2025, subject to the approval of members, approved the payment of following remuneration to Mr. Amar Sarin:

Remuneration:

Basic Pay of ₹ 6 Lakh per month plus House Rent Allowance @ 50% of Basic Pay along with other Perquisites and benefits as per Company's policy for an amount up to ₹1 Lakh per month.

Period of remuneration:

October 1, 2025, to December 27, 2025 (both days inclusive).

Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, he shall be paid minimum remuneration as mentioned herein above without any variation.

As per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds Rs.5 crores or 2.5% of the net profits of the Company, whichever is higher. The remuneration of Mr. Amar Sarin, in his capacity as Managing Director & Chief Executive Officer of the Company may exceed 2.5 % of the net profit of the Company or Rs.5 Crores, being the higher of the limits prescribed in Regulation 17(6)(e)(i) of SEBI Listing Regulations.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and other conditions stated therein.

Disclosure as required under Schedule V to the Act is given hereunder:

I. General information:		
1	Nature of industry	Real Estate.
2	Date or expected date of commencement of commercial production	The Company was incorporated in September 2016 and functioning independently after approval of Composite Scheme of Arrangement by Hon'ble NCLT, Chandigarh on August 24, 2020.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	(₹ in Lakh)
	Particulars	Standalone
		2024-25
		2023-24
	Total income	10,796.23
	Profit/(loss) before tax	(10,046.62)
	Profit/(loss) after tax	(10,537.64)
	Other comprehensive income/(loss)	22.24
	Total comprehensive income/(loss)	(10,515.40)
	Share Capital	5,901.93
	Other Equity	1,20,201.59
5	Foreign investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the appointee:		
1	Background details	<p>Mr. Amar Sarin aged 42 years was appointed as the Managing Director & Chief Executive Officer of the Company on December 28, 2020 and responsible for the overall leadership and strategic direction of the Company. He has vast exposure and a deep understanding of different cultures, people, infrastructure and urban spaces. This inspires him to create high-quality developments that nurture strong communities.</p> <p>Mr. Amar Sarin is a promoter director and is an Industrialist with about 20+ years of experience in Real Estate Development, Finance, Business Development, Land acquisition and Construction. He has been on the Board of the Company since August 29, 2018. Mr. Amar Sarin is also the member of Audit Committee, Risk Management Committee and Management and operations Committee of the Board of Directors of the Company. Mr. Amar Sarin attended all Board and Committee meetings of the Company held during the financial year ended March 31, 2025.</p>
2	Past remuneration	₹ 120 Lakh during FY 2024-25.
3	Recognition or awards	Nil
4	Job profile and his suitability	<p>Mr. Amar Sarin as Managing Director & Chief Executive Officer of the Company is entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. He is deeply involved in the areas of strategic planning, corporate governance, Business sustainability, risk management, Real Estate Development, Finance, Business Development, Land acquisition, Construction and Marketing etc. Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones such as under:</p> <ul style="list-style-type: none"> • Listing of Equity shares of the Company on BSE Limited and National Stock Exchange of India Limited. • Successfully completed the sale of its warehousing asset in North Delhi to BREP Asia II EIP Holding (NQ) Pte. Limited, an affiliate of funds controlled, managed and/or advised by Blackstone Inc, (BREP) for a total consideration of ₹ 295 crores. • Successfully completed the sale of its warehousing asset in North Delhi to Logistics development platform ESR. • Raised INR 1330 Crores from pedigreed US based Bain Capital in the form of secured long term NCDs. The transaction marks to be one of the largest investments aimed towards growth and development, in of its times in North India Real Estate Industry. • Launched TARC TRIPUNDRA in New Delhi. • Delivered TARC MACEO. • Launched TARC KAILASA Luxury Residential Development in New Delhi. • Launched TARC ISHVA luxury residential development in Gurugram. • Refinanced the borrowings specific to projects at substantial lower cost through Banks and NBFCs. • Achieved highest ever sales booking during the FY 2024-25.
5	Remuneration proposed	As per Terms of appointment given above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Act and the SEBI Listing Regulations perused, the remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, financial position of the Company, past performance, profile and responsibilities of Mr. Amar Sarin, before approving the remuneration as proposed herein before.

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Amar Sarin is son of Mr. Anil Sarin, Chairman of the Company and husband of Mrs. Muskaan Sarin, Whole Time Director of the Company. Mr. Amar Sarin holds 9,27,46,631 Equity Shares of ₹ 2/- each of the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	In view of the provisions of Ind AS 115, the Real Estate Developers can recognise revenue only at the time of project delivery. Therefore, even though Company is registering a strong YoY sales growth from its projects under construction, the same is not reflected in the books as revenues. The revenues from sales will start to get recognised only upon delivery of Company's development projects.
2	Steps taken or proposed to be taken for improvement and an expected increase in productivity and profits in measurable terms	The Company has taken necessary steps to complete the projects on time. The revenues from Company sales will start to get recognised when Company will deliver its development projects.

The Company is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Pursuant to provisions of Section 102(1) of the Act the extent of shareholding of Mr. Amar Sarin and his relatives as on June 30, 2025 are provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Mr. Amar Sarin	31.43%
Mr. Anil Sarin	33.48%
Mrs. Muskaan Sarin	0.21%

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Other information in compliance of Regulation 36 of SEBI Listing Regulations and Secretarial Standards (SS-2) on General Meeting, is annexed with this Notice.

Mr. Amar Sarin is interested in the resolution set out at item no. 6. Mr. Anil Sarin, Chairman and Mrs. Muskaan Sarin, Whole Time Director, being related to Mr. Amar Sarin may be deemed to be interested in the resolution set out at item no. 6. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in item no. 6 for approval of the members as a Special Resolution.

Item No. 7: To re-appoint Mr. Amar Sarin (DIN: 00015937) as Managing Director & Chief Executive Officer and to fix his remuneration.

The Members of the Company through postal ballot resolution passed on April 1, 2021, approved the appointment

of Mr. Amar Sarin as Managing Director and Chief Executive Officer of the Company, for a period of five (5) years w.e.f. December 28, 2020. His term is due to expire on December 27, 2025.

Mr. Amar Sarin is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as Managing Director and Chief Executive Officer. Mr. Amar Sarin has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Audit Committee and Nomination and Remuneration Committee (NRC), considering his performance and knowledge, acumen, expertise, experience, substantial contribution and time commitment, recommends the re-appointment of Mr. Amar Sarin as Managing Director and Chief Executive Officer of the Company, liable to retire by rotation, for another term of five year w.e.f. December 28, 2025 on the terms and conditions including remuneration as mentioned below.

In the opinion of the Board of Directors, Mr. Amar Sarin fulfils the conditions for appointment as Managing Director and Chief Executive Officer as specified in the Act and the SEBI Listing Regulations and possesses appropriate skills, experience and knowledge to hold such position. The Board of Directors, based on the recommendation of NRC, considers that, given the background, experience and contributions made by Mr. Amar Sarin during his tenure and the performance evaluation, feels that his continued association would be in the best interest of the Company and accordingly, recommends the re-appointment of Mr. Amar Sarin as Managing Director and Chief Executive Officer of the Company (Key Managerial Personnel), liable to retire by rotation, for another term of five

year w.e.f. December 28, 2025 on the terms and conditions including remuneration as enumerated herein below:

Tenure of re-appointment:

December 28, 2025 to December 27, 2030 (both days inclusive).

Remuneration:

Basic Pay of ₹6 Lakh per month plus House Rent Allowance @ 50% of Basic Pay along with other Perquisites and benefits as per Company's policy for an amount up to ₹ 1 Lakh per month.

Period of remuneration:

December 28, 2025, to September 30, 2028 (both days inclusive).

Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, he shall be paid minimum remuneration as mentioned herein above without any variation.

Notice period and severance pay:

His office may be terminated by the Company or by him by giving 3 months prior notice in writing. No severance pay will be paid to him.

As per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds ₹5 crores or 2.5% of the net profits of the Company, whichever is higher. The remuneration of Mr. Amar Sarin, in his capacity as Managing Director & Chief Executive Officer of the Company may exceed 2.5 % of the net profit of the Company or ₹5 Crores, being the higher of the limits prescribed in Regulation 17(6)(e)(i) of SEBI Listing Regulations.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and other conditions stated therein.

Disclosure as required under Schedule V to the Act is given hereunder:

I. General information:																												
1	Nature of industry	Real Estate.																										
2	Date or expected date of commencement of commercial production	The Company was incorporated in September 2016 and functioning independently after approval of Composite Scheme of Arrangement by Hon'ble NCLT, Chandigarh on August 24, 2020.																										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																										
4	Financial performance based on given indicators	<div style="text-align: right;">(₹ in Lakh)</div> <table> <tr> <th rowspan="2">Particulars</th><th colspan="2">Standalone</th></tr> <tr> <th>2024-25</th><th>2023-24</th></tr> <tr> <td>Total income</td><td>10,796.23</td><td>17,717.69</td></tr> <tr> <td>Profit/(loss) before tax</td><td>(10,046.62)</td><td>1,686.15</td></tr> <tr> <td>Profit/(loss) after tax</td><td>(10,537.64)</td><td>1,365.30</td></tr> <tr> <td>Other comprehensive income/(loss)</td><td>22.24</td><td>(2.57)</td></tr> <tr> <td>Total comprehensive income/(loss)</td><td>(10,515.40)</td><td>1,362.73</td></tr> <tr> <td>Share Capital</td><td>5,901.93</td><td>5,901.93</td></tr> <tr> <td>Other Equity</td><td>1,20,201.59</td><td>1,30,716.99</td></tr> </table>	Particulars	Standalone		2024-25	2023-24	Total income	10,796.23	17,717.69	Profit/(loss) before tax	(10,046.62)	1,686.15	Profit/(loss) after tax	(10,537.64)	1,365.30	Other comprehensive income/(loss)	22.24	(2.57)	Total comprehensive income/(loss)	(10,515.40)	1,362.73	Share Capital	5,901.93	5,901.93	Other Equity	1,20,201.59	1,30,716.99
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Other Equity	1,20,201.59	1,30,716.99																										
5	Foreign investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.																										

II. Information about the appointee:		
1	Background details	<p>Mr. Amar Sarin aged 42 years was appointed as the Managing Director & Chief Executive Officer of the Company on December 28, 2020, and responsible for the overall leadership and strategic direction of the Company. He has vast exposure and a deep understanding of different cultures, people, infrastructure and urban spaces. This inspires him to create high-quality developments that nurture strong communities.</p> <p>Mr. Amar Sarin is a promoter director and is an Industrialist with about 20+ years of experience in Real Estate Development, Finance, Business Development, Land acquisition and Construction. He has been on the Board of the Company since August 29, 2018. Mr. Amar Sarin is also the member of Audit Committee, Risk Management Committee and Management and operations Committee of the Board of Directors of the Company. Mr. Amar Sarin attended all the Board and Committee meetings of the Company held during the financial year ended March 31, 2025.</p>
2	Past remuneration	₹ 120 Lakh during FY 2024-25.
3	Recognition or awards	Nil
4	Job profile and his suitability	<p>Mr. Amar Sarin as Managing Director & Chief Executive Officer of the Company is entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. He is deeply involved in the areas of strategic planning, corporate governance, Business sustainability, risk management, Real Estate Development, Finance, Business Development, Land acquisition, Construction and Marketing etc. Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones such as under:</p> <ul style="list-style-type: none"> • Listing of Equity shares of the Company on BSE Limited and National Stock Exchange of India Limited. • Successfully completed the sale of its warehousing asset in North Delhi to BREP Asia II EIP Holding (NQ) Pte. Limited, an affiliate of funds controlled, managed and/or advised by Blackstone Inc, (BREP) for a total consideration of ₹ 295 crores. • Successfully completed the sale of its warehousing asset in North Delhi to Logistics development platform ESR . • Raised INR 1330 Crores from pedigree US based Bain Capital in the form of secured long term NCDs. The transaction marks to be one of the largest investments aimed towards growth and development, in of its times in North India Real Estate Industry. • Launched TARC TRIPUNDRA in New Delhi. • Delivered TARC MACEO. • Launched TARC KAILASA Luxury Residential Development in New Delhi. • Launched TARC ISHVA luxury residential development in Gurugram. • Refinanced the borrowings specific to projects at substantial lower cost through Banks and NBFCs. • Achieved highest ever sales booking during the FY 2024-25.
5	Remuneration proposed	As per Terms of appointment given above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Act and the SEBI Listing Regulations perused, the remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, financial position of the Company, past performance, profile and responsibilities of Mr. Amar Sarin, before approving the remuneration as proposed herein before.</p>

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Amar Sarin is son of Mr. Anil Sarin, Chairman of the Company and husband of Mrs. Muskaan Sarin, Whole Time Director of the Company. Mr. Amar Sarin holds 9,27,46,631 Equity Shares of ₹ 2/- each of the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	In view of the provisions of Ind AS 115, the Real Estate Developers can recognise revenue only at the time of project delivery. Therefore, even though Company is registering a strong YoY sales growth from its projects under construction, the same is not reflected in the books as revenues. The revenues from sales will start to get recognised only upon delivery of Company's development projects.
2	Steps taken or proposed to be taken for improvement and an expected increase in productivity and profits in measurable terms	The Company has taken necessary steps to complete the projects on time. The revenues from Company sales will start to get recognised when Company will deliver its development projects.

The Company is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Pursuant to provisions of Section 102(1) of the Act the extent of shareholding of Mr. Amar Sarin and his relatives as on June 30, 2025 are provided below:

Name of Director/KMP/ Relatives	Extent of shareholding in the Company (%)
Mr. Amar Sarin	31.43%
Mr. Anil Sarin	33.48%
Mrs. Muskaan Sarin	0.21%

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Other information in compliance of Regulation 36 of SEBI Listing Regulations and Secretarial Standards (SS-2) on General Meeting, is annexed with this Notice.

Mr. Amar Sarin is interested in the resolution set out at item no. 7. Mr. Anil Sarin, Chairman and Mrs. Muskaan Sarin, Whole Time Director, being related to Mr. Amar Sarin may be deemed to be interested in the resolution set out at item no. 7. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in item no. 7 for approval of the members as a Special Resolution.

Item No. 8: To redesignate Mrs. Muskaan Sarin (DIN: 01871183) Whole Time Director of the Company as "Whole Time Director and Chief Brand Officer" of the Company and to fix her remuneration.

Mrs. Muskaan Sarin was appointed as Whole Time Director of the Company w.e.f. September 29, 2021 for a period of 5 (five) years without any remuneration. The Board of Directors, based on the recommendation of Audit Committee, Nomination

and Remuneration Committee (NRC), and considering her knowledge, acumen, expertise, experience, substantial contribution and time commitment, recommends the redesignation of Mrs. Muskaan Sarin as "Whole Time Director and Chief Brand Officer" of the Company w.e.f. August 12, 2025 to September 28, 2026 (both days inclusive) on the terms and conditions including remuneration as enumerated herein below:

Tenure for redesignation and remuneration:

August 12, 2025 to September 28, 2026 (both days inclusive).

Remuneration:

Basic Pay of ₹ 3 Lakh per month plus House Rent Allowance @ 50% of Basic Pay along with other Perquisites and benefits as per Company's policy for an amount up to ₹ 0.50 Lakh per month.

Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, she shall be paid minimum remuneration as mentioned herein above without any variation.

Notice period and severance pay:

Her office may be terminated by the Company or by her by giving 2 months prior notice in writing. No severance pay will be paid to her.

As per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds ₹5 crores or 2.5% of the net profits of the Company, whichever is higher. The remuneration of Mrs. Muskaan Sarin, in her capacity as Whole-time Director and Chief Brand Officer of the Company may exceed 2.5 % of the net profit of the Company or ₹5 Crores, being the higher of the limits prescribed in Regulation 17(6)(e)(i) of SEBI Listing Regulations.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as

specified in Schedule V, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding her tenure, compliance of disclosure requirements and other conditions stated therein.

Disclosure as required under Schedule V to the Act is given hereunder:

I. General information:																												
1	Nature of industry	Real Estate.																										
2	Date or expected date of commencement of commercial production	The Company was incorporated in September 2016 and functioning independently after approval of Composite Scheme of Arrangement by Hon'ble NCLT, Chandigarh on August 24, 2020.																										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																										
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Other Equity	1,20,201.59	1,30,716.99																										
5	Foreign investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.																										
II. Information about the appointee:																												
1	Background details	<p>Mrs. Muskaan Sarin is a Whole-time Director of the Company. She possesses a background in marketing having done her Masters in Marketing from European Business School, London.</p> <p>She has been on the Board of the Company since September 29, 2021. Mrs. Muskaan Sarin is also the member of Management and operations Committee of the Board of Directors of the Company. Mrs. Muskaan Sarin attended all the Board and Committee meetings of the Company held during the financial year ended March 31, 2025.</p>																										
2	Past remuneration	Nil																										
3	Recognition or awards	Nil																										
4	Job profile and her suitability	<p>She leads the marketing, branding, and customer-centric culture of TARC Limited, playing a key role in the Company's visibility and outreach, as well as interactions with the Company's new and old patrons. She is committed to skill and talent development, and her intrinsic outlook propels the organization for corporate excellence. Under her dynamic guidance, the Company achieved many milestones such as under:</p> <ul style="list-style-type: none"> • Launched TARC TRIPUNDRA in New Delhi. • Launched TARC KAILASA Luxury Residential Development in New Delhi. • Launched TARC ISHVA luxury residential development in Gurugram. • Achieved highest ever sales booking during the FY 2024-25. 																										
5	Remuneration proposed	As per Terms of appointment given above.																										

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Act and the SEBI Listing Regulations perused, the remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, financial position of the Company, past performance, profile and responsibilities of Mrs. Muskaan Sarin, before approving the remuneration as proposed herein before.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mrs. Muskaan Sarin is wife of Mr. Amar Sarin, Managing Director and Chief Executive Officer of the Company and Daughter in law of Mr. Anil Sarin, Chairman of the Company. Mrs. Muskaan holds 6,18,500 Equity Shares of ₹ 2/- each of the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	In view of the provisions of Ind AS 115, the Real Estate Developers can recognise revenue only at the time of project delivery. Therefore, even though Company is registering a strong YoY sales growth from its projects under construction, the same is not reflected in the books as revenues. The revenues from sales will start to get recognised only upon delivery of Company's development projects.
2	Steps taken or proposed to be taken for improvement and an expected increase in productivity and profits in measurable terms	The Company has taken necessary steps to complete the projects on time. The revenues from Company sales will start to get recognised when Company will deliver its development projects.

The Company is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Pursuant to provisions of Section 102(1) of the Act the extent of shareholding of Mrs. Muskaan Sarin and her relatives as on June 30, 2025, are provided below:

Name of Director/KMP/ Relatives	Extent of shareholding in the Company (%)
Mrs. Muskaan Sarin	0.21%
Mr. Amar Sarin	31.43%
Mr. Anil Sarin	33.48%

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Other information in compliance of Regulation 36 of SEBI Listing Regulations and Secretarial Standards (SS-2) on General Meeting, is annexed with this Notice.

Mrs. Muskaan Sarin is interested in the resolution set out at item no. 8. Mr. Anil Sarin, Chairman and Mr. Amar Sarin, Managing Director & CEO, being related to Mrs. Muskaan Sarin may be deemed to be interested in the resolution set out at item no. 8. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in item no. 8 for approval of the members as a Special Resolution.

New Delhi
August 12, 2025

**By Order of the Board
For TARC Limited
Amit Narayan
Company Secretary
M. No.: A20094**