



MRITUNJAY SHEKHAR & ASSOCIATES
Company Secretaries
Email – shekhamritunjay3@gmail.com
mritunjay@msaprofessional.com
MNo.9540043975/8076567045

311B , Vikas Surya Galaxy, Plot No. 09,
Sector-4, Dwarka, New Delhi PIN 110078
Website: <https://www.msaprofessional.com>
FRN-S2018DE619000
P R -2919/2023

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

SCRUTINIZER'S REPORT

To,
The Chairman
TARC LIMITED
2nd Floor, C-3, Qutab Institutional Area
Katwaria Sarai, New Delhi,
India - 110016.

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 9th Annual General Meeting of the members of M/s TARC LIMITED.

NAME OF THE COMPANY	TARC LIMITED
MEETING	9 th Annual General Meeting
DATE & TIME	Thursday, September 25, 2025 at 12:00 Noon (IST)
MODE	Video Conference ('VC')/Other Audio Visual Means ('OAVM')

1. Appointment as Scrutinizer :

I, MRITUNJAY CHANDRA SHEKHAR Prop. of MRITUNJAY SHEKHAR & ASSOCIATES, Practicing Company Secretary was appointed as the Scrutinizer for **the purpose of scrutinizing e-voting process (Remote e-voting) and voting by the use of electronic means (hereinafter referred to as "electronic voting")** carried out at the 9th Annual General Meeting of the members of TARC LIMITED held on **Thursday, September 25, 2025 at 12:00 Noon (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") **pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015).**

2. Compliance with Act:

The compliance with the provision of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and by use of electronic means (electronic voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 9th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means (remote e-voting) and by use of electronic means (electronic voting) at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman/Authorized person on the resolutions,



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based on the reports generated from the electronic voting system (remote e-voting) and voting by use of electronic means (electronic voting) provided by National Securities Depository Limited ("NSDL").

Pursuant to the General Circular No. 09/2024 dated 19, September, 2024, together with other relevant circulars issued by the Ministry of Corporate Affairs (MCA), Government of India (collectively referred to as 'MCA circulars') and Circular No. 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 read with other relevant circulars issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), from time to time, companies are allowed to hold AGM through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company was held through VC/OAVM, without the physical presence of the members at a common venue.

As the 9th AGM of the Company was held through VC/OAVM, hence the deemed venue of the proceedings of the 9th AGM was the Registered Office of the Company, situated at **2nd Floor, C-3, Qutab Institutional Area, Katwaria Sarai, New Delhi, India - 110016.**

Dispatch of Notice convening the meeting:

The Company has informed that, the Notice of the AGM along with Annual Report for the financial year 2024-25 was sent on September 3, 2025 only through electronic mode to those members whose email addresses were registered with the Company/Depositories in compliance with the MCA circulars and SEBI circulars. The same was made available on the Company's website www.tarc.in under Investors Section, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>, in the same manner as stated above.

3. Cut- off Date

The voting rights were reckoned as on **19, September, 2025**, being the Cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the AGM.

4. Remote e-Voting:

4.1 Agency:

The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the remote e-voting platform.

4.2 Remote e-Voting:

The remote e-voting period was started on **22, September, 2025 at 09:00 A.M.(IST)** and ended on **24, September, 2025 at 05:00 P.M.(IST)** The remote e-voting module was disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 19, September, 2025, were eligible to cast their vote electronically. The voting right of shareholders were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19, September, 2025.



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5. Voting at the AGM:

Those members/shareholders, who have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, were eligible to vote through electronic voting system during the AGM.

6. Counting process

6.1 To enable voting by those shareholders, who had not casted their vote through remote e-voting, the electronic voting platform was kept open from the start of the AGM at 12:00 NOON(IST) till 15 minutes after conclusion of AGM at 12.22 P.M.(IST) to 12.37 P.M (IST)

6.2 The votes on e-voting platform were unblocked at around 12:40 P.M. in the presence of two witnesses who were not the employees of the Company and the e-voting results/ list of equity shareholders who had voted for and against the resolutions, were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) and the same are being handed over to the Chairman/Authorized person.

7. Results:

7.1 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 9th AGM held on 25, September, 2025 are enclosed.

7.2 Based on the aforesaid results, I report that **4 Ordinary Resolutions** and **4 Special Resolution** as contained in **Item No. 1 to 8** of the Notice of the 9th AGM held on 25, September, 2025 have been passed with requisite majority.

For Mritunjay Shekhar & Associates,
Company Secretaries

Mritunjay
Chandra Shekhar

Digitally signed by
Mritunjay Chandra Shekhar
Date: 2025.09.26 15:07:58
+05'30'

(Mritunjay Chandra Shekhar)

FCS: 12594

C.P. No.: 20871

UDIN: F012594G001336532

Date: 26/09/2025

Place: New Delhi



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Consolidated Results

a) Resolution-1: Ordinary Resolution

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.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	288	215868974	99.3371
E-Voting during AGM	0	0	0.0000
Total	288	215868974	99.3371

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	10	1440451	0.6629
E-Voting during AGM	0	0	0.0000
Total	10	1440451	0.6629

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-

b) Resolution-2: Ordinary Resolution

To appoint Mr. Anil Sarin (DIN: 00016152), as a director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	283	215411524	99.1140
E-Voting during AGM	0	0	0.0000
Total	283	215411524	99.1140



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(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	21	1925593	0.8860
E-Voting during AGM	0	0	0.000
Total	21	1925593	0.8860

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-

c) Resolution-3: Ordinary Resolution

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

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	291	215897097	99.3374
E-Voting during AGM	0	0	0.0000
Total	291	215897097	99.3374

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	8	1440020	0.6626
E-Voting during AGM	0	0	0.0000
Total	8	1440020	0.6626

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-



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d) Resolution-4: Special resolution

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

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	287	215850767	99.3161
E-Voting during AGM	0	0	0.0000
Total	287	215850767	99.3161

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	12	1486350	0.6839
E-Voting during AGM	0	0	0.0000
Total	12	1486350	0.6839

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-

e) Resolution-5: Ordinary resolution

To approve the appointment of Secretarial Auditor of the Company.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	291	215897097	99.3374
E-Voting during AGM	0	0	0.0000
Total	291	215897097	99.3374

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	8	1440020	0.6626
E-Voting during AGM	0	0	0.0000



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Total	8	1440020	0.6626
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Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-

f) Resolution-6: Special resolution

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.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	290	215896467	99.3371
E-Voting during AGM	0	0	0.0000
Total	290	215896467	99.3371

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	9	1440650	0.6629
E-Voting during AGM	0	0	0.0000
Total	9	1440650	0.6629

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-

g) Resolution-7: Special resolution

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

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	283	214715528	98.7938



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E-Voting during AGM	0	0	0.0000
Total	283	214715528	98.7938

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	22	2621589	1.2062
E-Voting during AGM	0	0	0.0000
Total	22	2621589	1.2062

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-

h) Resolution-8: Special resolution

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.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	288	215896099	99.3370
E-Voting during AGM	0	0	0.0000
Total	288	215896099	99.3370

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	11	1441018	0.6630
E-Voting during AGM	0	0	0.0000
Total	11	1441018	0.6630

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
-	-



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All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 9th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

**For Mritunjay Shekhar & Associates,
Company Secretaries**

Mritunjay
Chandra
Shekhar

Digitally signed by Mritunjay
Chandra Shekhar
Date: 2025.09.26 15:09:01
+05'30'

(Mritunjay Chandra Shekhar)

FCS: 12594

C.P. No.: 20871

UDIN: F012594G001336532

Date: 26-09-2025

Place: New Delhi

Countersigned by

For TARC LIMITED

Amit Narayan

**Amit Narayan
Company Secretary**

Date: 26/09/2025
Place: New Delhi

