

Notice of Annual General Meeting

Notice is hereby given that the 40th Annual General Meeting of M/s. TSR Darashaw Private Limited (Formerly known as "TSR Darashaw Limited") will be held on Monday, 29th September 2025 at 12.30 PM through video conferencing (other audio-visual means) and deemed venue shall be 702-703, 7th Floor, Regent Chambers, Nariman Point, Mumbai 400021, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Standalone Financial Statement for the year ended 31st March 2025, along with the Directors' and Auditors' Reports thereon.
 - b) the Consolidated Financial Statement for the year ended 31st March 2025, along with the Auditors' Reports thereon.
2. To declare dividend of Re 1/- per share on equity shares for the year ended 31st March 2025.

SPECIAL BUSINESS:

3. To change in object of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and subject to the approval of the Registrar of Companies, Central Processing Centre (CPC), the approval of the members be and is hereby accorded to substitute Clause 6 mentioned under Clause 3(b) of the Memorandum of Association of the Company with the following new Clause 6:

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10, Moosa Haji Patrawala Industrial Estate, 20 Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai - 400 011.

Tel: +91 9004710333, CIN No: U67120MH1985PTC037369, website: www.tsrdarashaw.com

Business Days: Monday to Friday.

Old Clause:

6. ***To invest the funds of the Company by acquiring shares, securities, stock debentures, bonds and units or other securities issued by the Unit Trust of India or otherwise and in such manner as may from time to time be determined by the Directors and to exercise all rights and powers conferred by or incidental to such investments.***

New Clause:

6. ***To invest the funds of the Company from time to time in such manner and in such assets, properties, securities, shares, or otherwise, including bullion, art, sculptures, paintings or antiques as may from time to time be determined by the Directors, and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.***

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, Central Processing Centre (CPC) and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

4. Vesting of powers on the Board under section 186 of the Companies Act, 2013:

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

"RESOLVED THAT in super session to the resolution passed by the Members of the Company in the General Meeting and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 as may be applicable and as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval of the members in the annual general meeting be and is hereby accorded to the Board of Directors of the Company, be vested with powers under Section 186 of the Company to make Investment, or to give any Loan to anybody corporate(s) / person (s); or to give any Guarantee or provide Security in connection with

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a loan availed/ to be availed by anybody corporate(s) / person (s); etc., for an aggregate amount not exceeding Rs. 850,00,00,000/- (Rupees Eight Hundred Fifty Crores only) at any point of time in one or more trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT the scope of investment shall include all forms and kinds of investment, whether in existing or future instruments, including bullion, art, sculptures, paintings, antiques and shall not be limited to the Investment in Shares, Securities, Debentures, Bonds, Inter Corporate Deposits, Short Term Loans, Bill Discounting Facilities, Term Deposits, Warrants and Units of Mutual Funds; and the scope of giving guarantee or providing security shall be in the form of pledge/hypothecation/mortgage of the aforesaid investments or any other securities or lien on FDs or may give security/guarantee in the form of mortgage of property.

RESOLVED FURTHER THAT Mr. Darashaw K. Mehta (DIN 00017308), Director of the Company, be and is hereby authorised to agree, make and accept all such terms, condition(s), regard to investments in art, sculptures, paintings, antiques and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as they may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT Mr. Darashaw K. Mehta (DIN 00017308), Director, Mrs. Daisy Keki Dinshah Bamanji Mehta (DIN 00016904) and Mr. Baman K. Mehta (DIN 00017068), Directors of the Company be and are hereby severally authorized to agree, make and accept all such terms, condition(s), modification(s) and alteration(s) as they may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye- laws, rules, regulations or guidelines and they be also severally authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments (other than investments in art, sculptures, paintings and antiques) or providing loans or guarantee or security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as they may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and

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intent that they shall be deemed to have been given approval thereto expressly by the authority of this Resolution."

**For and on behalf of the Board of Directors
TSR Darashaw Private Limited
(Formerly known as "TSR Darashaw Limited")**

Date: 06.09.2025

Place: Mumbai

**Darashaw Keki Mehta
Director
DIN: 00017308**

NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 20/2020 dated 05.05.2020, 02/2022 dated 05.05.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, (hereinafter collectively referred to as "the MCA Circulars"), has permitted the holding of Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the members at a common venue. MCA Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs allow companies to hold their Annual General Meetings through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) up to 30th September 2025. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The link to join the meeting will also be sent to shareholders through email. The shareholders are requested to access and join the meeting from the link provided on their registered email addresses. Shareholders may contact Mr. Darashaw K. Mehta for assistance with using the technology before or during the meeting.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy needs not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. Therefore, the proxy form, attendance slip, and route map have not been annexed with this notice.

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4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Pursuant to the provisions of Section 113 of the Companies Act, 2013 Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on *DMehta@tsrdarashaw.com* from their registered Email ID a scanned copy of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
6. In case the Poll is demanded, the members may cast their vote by sending mail at the email id: *DMehta@tsrdarashaw.com*. The Member needs to mention Name, No of share, Item no and send/cast their vote through their registered email id.
7. Members can join the AGM through the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 (updated time to time) issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at 702-703, 7th Floor, Regent Chambers, Nariman Point, Mumbai 400021, India.
9. Any request for inspection of 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 the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to *DMehta@tsrdarashaw.com*.
10. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection electronically and request regarding the same may please be sent to *DMehta@tsrdarashaw.com*.
11. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed.

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EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013

Agenda 3 – Change in object of the Company:

The existing Clause 6 under Clause 3(b) of the Memorandum of Association restricts the scope of investments mainly to shares and securities. In order to utilise the Company's additional funds in the best interest of the Company and to provide wider flexibility, the Board considers it desirable to broaden the scope of investments.

Accordingly, it is proposed to substitute the existing Clause 6 under Clause 3(b) of the Memorandum of Association with a new Clause 6 so as to empower the Company to invest not only in shares and securities but also in other investments, assets and avenues including but not limited to bullion, art, sculptures, paintings, antiques and such other forms of investment as may be considered appropriate by the Board from time to time.

Since the alteration of the Memorandum of Association requires the approval of members, a Special Resolution is being proposed for consideration and approval at the ensuing General Meeting.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

Agenda 4 - Vesting of powers on the Board under section 186 of the Companies Act, 2013:

The Company, in the ordinary course of its business, deploys surplus funds and may also be required to extend financial support by way of loans, guarantees or securities. At present, the scope of investments is restricted to specific instruments. In order to provide greater flexibility and to ensure that the Company is not limited in exploring suitable avenues, the Board considers it appropriate to broaden the scope of investments.

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Accordingly, it is proposed that the scope of investment shall extend to all forms and kinds of investment, whether in existing or future instruments, and shall not be restricted only to the illustrative avenues such as shares, securities, debentures, bonds, inter-corporate deposits, short term loans, bill discounting facilities, term deposits, warrants, units of mutual funds, art, sculptures, paintings and antiques. The scope of providing guarantees or security will similarly extend to pledge, hypothecation or mortgage of such investments or other securities, lien on fixed deposits, or security/guarantee in the form of mortgage of property.

Since the proposed revision of the investment scope involves enhancement of the powers of the Company under Section 186 of the Companies Act, 2013, the approval of Members by way of a Special Resolution is required. Accordingly, the consent of the Members is being sought for consideration and approval at the ensuing General Meeting.

The Directors, Key Managerial Personnel of the Company, and their relatives shall be deemed to be concerned or interested in the resolution at Item No. 6 only to the extent of their respective shareholding in the Company as on the date of this Notice.

**For and on behalf of the Board of Directors
TSR Darashaw Private Limited
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Date: 06.09.2025

Place: Mumbai

**Darashaw Keki Mehta
Director
DIN: 00017308**

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