

NOTICE

Notice is hereby given that the **01st Extra-Ordinary General Meeting of F/y 2026-27** of the **Equity Shareholders of Taurian MPS Limited** will be held on **Monday, May 11, 2026 at 01:00 P.M.** at the Registered Office of the Company situated at 201-C, A- Wing, Poonam Chambers, Dr. Annie Besant Road, Mumbai, Maharashtra, 400018, India to transact the following business:

Special Businesses:**1. Appointment of Statutory Auditor of the Company to fill the casual vacancy:**

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation and approval of the Audit Committee and Board of Directors through the resolutions passed on April 16, 2026, the consent of shareholders be and is hereby accorded to appoint M/s. Jay Gupta & Associates, Chartered Accountants (Firm Registration No. 329001E), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s BDG & Co LLP, Chartered Accountants (Firm Registration No. 119739W/W100900) with effect from April 16, 2026

RESOLVED FURTHER THAT M/s. Jay Gupta & Associates, Chartered Accountants (Firm Registration No. 329001E), who have furnished their written consent to act as Statutory Auditor of the Company and eligibility certificate to the effect that their appointment is in accordance with the applicable provisions of the Companies Act, 2013, (‘the Act’) and rules framed thereunder, be and are hereby appointed as the Statutory Auditors of the Company with immediate effect (i.e., from the conclusion of this Extraordinary General Meeting) and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting to be held in F.Y. 2026-2027 (for F.Y. 2025-2026) to carry out the statutory audit of the financial statements and financial results for the financial year and half year ended 31st March, 2026 and issue the Statutory Audit Reports thereon in accordance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on such terms and conditions including remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with the Auditor.

RESOLVED FURTHER THAT Company is hereby authorised to avail other services from the statutory auditor of the Company, in accordance with the applicable statutory laws and requirements, from time to time, which shall be other than the services as mentioned in Section 144 of the Act, at such remuneration as may be mutually agreed between the Board and the Auditor and Board be and is hereby authorized to do the same without any further approval from the members.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

For and on behalf of the Board of
For Taurian MPS Limited

Yashvardhan Sumit Bajla
Managing Director
DIN: 09018391

Place: Mumbai
Date: 17/04/2026

NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to Item Nos. 1 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17 / 2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.taurianmps.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at www.nseindia.com
5. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.

8. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on April 17, 2026.
9. Members are requested:
 - i) To quote their folio Nos. in all correspondence.
 - ii) To note that no gifts will be distributed at the meeting.
 - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address cs@taurianmps.com quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
11. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
12. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.30 A.M to 2.00 P.M up to the date of declaration of the results of postal ballot.
13. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer / transmission of name / transposition of name.
14. Members / Proxies are requested to bring their Attendance Slip for attending the meeting and bring their attendance slip along with their copy of the Notice to the Meeting.
15. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip, Proxy Form and Form No. MGT-12, Polling paper, is being sent in the permitted mode. Members may also note that Notice of Extra Ordinary General Meeting will be available on Company’s website www.taurianmps.com for their download.
17. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.

18. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
19. For any assistance or information about shares etc. members may contact the Company.
20. Mr. Ashish Verma, Practicing Company Secretary, (COP No.: 22530) has been appointed as the Scrutinizer for conducting the Postal Ballot Process at the EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company and shall make, within 2 working of the conclusion of EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.taurianmps.com The same will be communicated to the stock exchanges where the Company shares are listed viz. SME Platform of NSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1:**

M/s BDG & Co LLP, Chartered Accountants (Firm Registration No. 119739W/W100900) have tendered their resignation as Statutory Auditors w.e.f. 14/04/2026 citing reasons on consideration of revised audit fee structure which in their professional judgement is not commensurate with the scope, scale and regulatory responsibilities associated with the audit of the listed SME Entity under SEBI (LODR) Regulations. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of approval of the Board and recommendation of Audit Committee of the Company.

Accordingly, the Audit Committee and the Board of Directors of the Company recommended through the resolution passed on April 16, 2026, the appointment of M/s. Jay Gupta & Associates, Chartered Accountants (Firm Registration No. 329001E), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s BDG & Co LLP and to carry out the statutory audit of the financial statements and financial results for the financial year and half year ended 31st March, 2026 and issue the Statutory Audit Reports thereon in accordance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, shareholders' approval by way of Ordinary resolution is sought in this Extra Ordinary General Meeting.

M/s. Jay Gupta & Associates, Chartered Accountants (Firm Registration No. 329001E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, and their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company, are concerned or interested in the said resolution.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:**Proposed fees payable to the statutory auditor:**

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the EGM, have recommended a fee of INR. 5,00,000/- (Rupees Five Lakhs Only) per annum. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the statutory auditors. The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorized by the Board) in consultation with the Statutory Auditors, are authorized to alter and vary the terms and conditions including remuneration of the Statutory Auditors in future subject to compliance with all the applicable provisions of law.

Terms of appointment:

The term of appointment shall be from the Approval in the Board Meeting till the conclusion of ensuing Annual General Meeting to be held in F.Y. 2026-207 (for F.Y. 2025-2026).

The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Board of Directors of the Company by taking into consideration the views of the Audit Committee if any.

Material change in the fee payable to auditor:

There is no material change in the fee payable to statutory auditor

Basis of recommendation for appointment:

The company has to appoint the statutory auditor to fill the casual vacancy caused due to resignation of the statutory auditor and accordingly the Board of Directors and Audit Committee, considered appointment of M/s. Jay Gupta & Associates Chartered Accountants (Firm Registration No. 329001E) as Statutory Auditors on the basis of size and requirements of the Company and approved and recommended the same unanimously for consideration of the members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 01 of the Notice for appointment of Statutory Auditors.

Auditor's credentials:

M/S. JAY GUPTA AND ASSOCIATES (FORMERLY GUPTA AGARWAL & ASSOCIATES) is a Chartered Accountants firm providing Assurance, Taxation and Advisory services. Revered for our professional ethos and technical expertise, drawn on perspicacity of over two decades and a team of highly competent professionals, we provide efficacious solutions to our client's needs, running into deep engagements.

Date: April 17, 2026
Place: Mumbai

For Taurian MPS Limited

Yashvardhan Sumit Bajla
Managing Director
DIN: 09018391

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: U14200MH2010PLC250083
Name of the Company: TAURIAN MPS LIMITED
Registered Office: Office Premises No. 201-C, A- Wing,
Poonam Chambers, Shivsagar Estate, Dr. AnnieBesant Road,
Worli, Mumbai, Maharashtra, India, 400018

Name of the member(s):
Registered address:
E-mail Id:
Folio No. / Client Id:
DP ID:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, May 11, 2026 at 1:00 P.M. at the registered office of the Company at No. 201-C, A- Wing, Poonam Chambers, Shivsagar Estate, Dr. AnnieBesant Road, Worli, Mumbai, Maharashtra, India, 400018., and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this day of 2026

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTANDANCE SLIP**EXTRA-ORDINARY GENERAL MEETING**

Extra Ordinary General Meeting to be held on Monday, May 11, 2026 at 01.00 P.M.

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *
Client Id*
Regd. Folio No.
No. of Shares

Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Monday, 11th May, 2026 at 1:00 P.M. at the registered office of the Company at No. 201-C, A-Wing, Poonam Chambers, Shivsagar Estate, Dr. AnnieBesant Road, Worli, Mumbai, Maharashtra, India, 400018.

Please (√) in the box

MEMBER
PROXY

Signature of Shareholder / Proxy

Form No. MGT- 12 Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: TAURIAN MPS LIMITED CIN: U14200MH2010PLC250083 Registered Office: Office Premises No. 201-C, A- Wing, Poonam Chambers, Shivsagar Estate, Dr. AnnieBesant Road, Worli, Mumbai, Maharashtra, India, 400018		
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BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Ordinary Business	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Consider and approve Appointment of Statutory Auditor of the Company to fill the casual vacancy:			

Place: Date:	(Signature of the shareholder*)
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(*as per Company records)

Route Map of the venue of EGM: - 201-C, A- Wing, Poonam Chambers, Shivsagar Estate, Dr. Annie Besant Road, Mumbai, Maharashtra, 400018, India.

