

# Notice Of 15<sup>th</sup> Annual General Meeting

Dear Members,

Notice is hereby given that fifteenth (15<sup>th</sup>) Annual General Meeting ('AGM' or 'Meeting') of the Members of TCI Express Limited ('the Company') will be held on Friday, August 04, 2023 at 10:30 A.M through video conferencing to transact the following business:

## Ordinary Business:

**1. Adoption of the Audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon**

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

**"RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**2. Adoption of the Audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon**

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

**"RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**3. Declaration of dividend for the financial year ended March 31, 2023**

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

**"RESOLVED THAT** dividend at the rate of ₹ 2.00 (100%) per equity share of face value of ₹ 2.00 each fully paid-up, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013."

**4. Appointment of Mr. Vineet Agarwal (DIN: 00380300) as a Director liable to retire by rotation**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Vineet Agarwal (DIN: 00380300), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

By Order of the Board of Director  
**TCI Express Limited**

Place: Gurugram  
Date: 26<sup>th</sup> May 2023

**Priyanka**  
Company Secretary  
Membership No. 36870

**Registered Office:**

Flat No. 306 & 307, 1-8-271 to 273,  
3<sup>rd</sup> Floor, Ashoka Bhoopal Chambers  
S.P Road, Secunderabad-500003,  
Telangana  
**CIN:** L62200TG2008PLC061781  
**Email:** [secretarial@tcipress.in](mailto:secretarial@tcipress.in)  
**Website:** [www.tciexpress.in](http://www.tciexpress.in)  
**Tel:** 91-40-27840104

## NOTES AND DISCLOSURE:

1. The Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in compliance with the provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('the Listing Regulations'), permitted the holding of the AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act read with the circulars issued, AGM of the Company is being held through VC/OAVM mode. Further, in accordance with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with guidance and clarification issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company, which shall be the deemed venue of the AGM.

The Members can attend and participate in the AGM through VC/OAVM and physical attendance of the Members to the AGM venue is not required. The Company has appointed Central Depository Services (India) Limited ('CDSL') for facilitating AGM through VC/OAVM means and e-voting for the proposed resolutions contained in the AGM Notice. The Members are requested to refer instructions given for participating in AGM and e-voting, given under the subsequent paragraphs.

The Company has provided facility to the Members to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place during the AGM being held.

Since this AGM is being held pursuant to the circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice. However, Corporate/Governor/President Member's are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and to cast their votes through e-voting.

2. All the Shareholders including Corporate/Institutional Members are encouraged to attend and vote in the AGM to be held through VC/OAVM. The Corporate/Institutional Members intending to participate in the AGM, pursuant to Section 113 of Act, are requested to upload a certified copy of the relevant board resolution/authority letter etc. on the website of CDSL at <https://www.evotingindia.com> or alternatively may send a scanned copy (PDF/

JPG format) of the relevant board resolution/authority letter, etc. with attested specimen signature of the duly authorised signatory(ies), who are authorised to vote, to the Scrutinizer by e-mail at [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com) with a copy marked to [helpdesk.evoting@cdsl.co.in](mailto:helpdesk.evoting@cdsl.co.in) and [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in).

3. With due compliance of the circulars, the Annual Report for the Financial Year 2022-23 including Notice of 15<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by e-mail, to all the Members and persons so entitled, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participants ('DP's') i.e. i) National Securities Depository Limited ('NSDL') and ii) Central Depository Services (India) Limited ('CDSL') for communication purposes and same will also be available on the website of the Company at <https://www.tciexpress.in/annual-reports.asp> and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) (Scrip Code: 540212) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) (Scrip Symbol: TCIEXP) and on the website of CDSL at <https://www.cdslindia.com>. In case any Member is desirous of obtaining hard copy of the Annual Report for the FY 2022-23, he/she may send request to the Company's e-mail address at [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in) mentioning folio No./DP ID and Client ID.
4. The Company is concerned about the environment and utilizes natural resources in a sustainable way. In consonance with the company's sustainability initiatives and applicable provisions of the Act and the Listing Regulations, the Company is sharing all documents with Shareholders in the electronic mode, wherever the same has been agreed to by the Shareholders. The Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications. To support green initiative, the Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by submitting form ISR-1 duly filled and signed by the holders.
5. The Members are encouraged to submit their queries/ questions in advance by sending an e-mail to [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in) with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID/ folio No. and contact details, on or before 5.00 p.m. (IST) on Tuesday, July 25, 2023. Such queries will be appropriately responded by the Company.
6. The Members who would like to express their views/ ask questions as a speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio No., PAN and contact details at [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in),

on or before 5.00 p.m. (IST) on Wednesday, July 26, 2023. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

7. The Members who need assistance before or during the AGM, can write to CDSL by e-mail at [helpdesk.evoting@cdsl.co.in](mailto:helpdesk.evoting@cdsl.co.in) or can contact on toll free No. 1800 22 55 33.
8. Pursuant to Section 152 of the Act, the Company has determined Mr. Vineet Agarwal (DIN: 00380300), Non-Executive Director, as retiring by rotation, and being eligible, he offered himself for re-appointment. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at this AGM are annexed to this Notice.
9. In Compliance of [Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI (SBEB & SE) Regulations')], a certificate from the Secretarial Auditor of the Company, certifying the implementation of the Company's 'Employee Stock Option Plan-2016' in accordance with the SEBI (SBEB & SE) Regulations, will be made available for inspection by the Members.
10. The register of Directors and Key Managerial Personnel along with their shareholding, maintained under Section 170 of the Act and the register of contracts or arrangements, in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM/Annual Report will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. The said documents will also be made available for inspection at the Registered and Corporate Office of the Company, during business hours. Further, the Shareholders may also write to the Company at its e-mail at [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in) for inspection of any statutory register/documents required to be placed at the time of AGM of the Company. Accordingly, the Company will arrange to make the copy available to the Shareholders.
11. The Company's Registrar and Share Transfer Agent (RTA) for holders of physical as well as electronic/dematerialized equity shares, is KFin Technologies Limited (formerly known as KFin Technologies Private Limited). having its office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
12. The Company has designated an exclusive e-mail id [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in) to redress Shareholders' complaints/grievances. In case you have any queries/complaints/grievances, then please write, alternatively request can be submitted to the RTA of the Company at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

### 13. Book closure, dividend payment, and taxability

- (i) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 29, 2023 to Friday August 04, 2023 (both days inclusive) for the purpose of AGM and determining the eligibility to receive the final dividend for the FY 2022-23.

The dividend of ₹ 2.00 (100%) per equity share of face value of ₹ 2.00 each, if approved at the AGM, will be paid subject to deduction of income tax at source ('TDS'), as applicable, in the manner stipulated below:

**For Shares held in electronic form:** To all the Beneficial Owners as of the close of business hours on **Friday, July 28, 2023**, as per the list of Beneficial Owners to be furnished by NSDL and CDSL; and

**For Shares held in physical form:** To all the Members, whose names appears in the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company, as of the close of business hours on **Friday, July 28, 2023**.

- (ii) Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend at rates prescribed in the Income Tax Act, 1961 ('the IT Act'). For the prescribed rates of various categories, please refer to the Finance Act, 2020 and the amendments thereof. To enable compliance with TDS requirements, a communication providing information and detailed instructions with respect to tax on the dividend is being sent separately to the Members, whose e-mail addresses are registered with the Company/DPs. Hence, the Shareholders are advised to take note of the said communication regarding applicability of TDS rates and submission of requisite documents. The Members are also requested to complete and/or update their documents/declarations along with the formats in respect of TDS on the dividend pay-out as per the IT Act, with their DPs or with the Company/RTA by sending documents in the manner prescribed under the communication letter.

In compliance of the Listing Regulations, the Company has extended the facility of electronic credit of dividend payment, directly to the account of respective Shareholders. The final dividend, once approved will be paid electronically through available online transfer modes to those Members, who have updated their bank account details. For the Members, who have not updated their bank account details, the Company shall dispatch the dividend warrant/demand draft/cheques to such Member by permitted mode. To avoid delay in receiving the dividend, the Members are requested to update their KYC with their DP's/RTA to receive the dividend directly into their bank account on the pay-out date. The Members may refer paragraph no. fifteen (15)

to submit/update KYC including bank details/PAN/nomination details.

14. Pursuant to the provisions of Section 124 of the Act, dividend which remains unpaid or unclaimed for a period of seven (7) consecutive years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to Investor Education and Protection Fund ('IEPF'), established by the Central Government under the provisions of Section 125 of the Act. The details of unclaimed dividend alongwith their due date for transfer to IEPF is provided in the Corporate Governance Report, which is part of this Annual Report. The Company has also uploaded the details of unpaid and unclaimed dividend amounts on its website at [www.tciexpress.in](http://www.tciexpress.in).

In view of above, the Members who have not en-cashed the dividend so far are requested to write to the Company/RTA, accordingly arrangement shall be made to release the unclaimed dividend amount.

#### 15. PAN/KYC/nomination updation

- (i) The SEBI vide its latest circular dated March 16, 2023, in supersession of earlier circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish/update their PAN as well as other KYC details (postal address mobile number, bank account details) and nomination by submitting form ISR-1, form ISR-2, form ISR-3, form SH-13 and form SH-14 (as applicable).

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in form ISR-3 or form SH-14, as applicable.

- (ii) In terms of above circular, folios of physical Shareholders, wherein any one of the said documents are not available, shall be frozen with effect from October 1, 2023 and such physical Shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished. Further, frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, after December 31, 2025. The Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhaar by June 30, 2023 or any other date as specified by the Central Board of Direct Taxes, to avoid freezing of folio.

In support of above initiative, the Company has sent

individual letters at multiple point of time, to all the Members holding shares in physical form, requesting them to furnish their PAN, KYC and nomination details.

The manner and process of making application as per the aforesaid framework and operational guidelines thereto is available on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/> and the Company at <https://www.tciexpress.in/investor-faq.aspx>. The Shareholders holding physical securities and in respect of whose details as mentioned above are pending, are requested once again to go through the requirements and furnish the requisite details.

#### 16. Issue of securities in dematerialized form

- (i) The Members may please note that the SEBI vide its circular dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only, while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Accordingly, the Shareholders are requested to make service requests by submitting a duly filled and signed form ISR-4, the format of which is available on website of the Company/RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- (ii) The Members are requested to note that the SEBI has recently by making amendment in relevant provisions of the Listing Regulations, prohibited listed Companies from accepting request for transfer, transmission or transposition of securities held in physical form. The Shareholders, who continue to hold shares in physical form, will not be able to lodge the shares with Company/RTA and they will need to convert their holding in demat form compulsorily, if they wish to affect such request.

#### 17. Disputes Resolution

The Members are hereby informed that for addressing the unresolved disputes pertaining to or emanating from investor services between the Company/RTA offering services on behalf of the Company and its Shareholders, SEBI vide circular dated May 30, 2022 read with circular dated April 08, 2022, introduced standard operating procedure to be followed under the Stock Exchange arbitration process. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES portal.

18. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company/RTA, details of such folios together



with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

19. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the register of Members of the Company and attending the AGM will be entitled to vote on the resolutions.
20. To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the DP's or Company/RTA of any change in address or demise of any Member as soon as possible. The Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP's and holdings should be verified from time to time.
21. The Company has appointed Mr. Vasanth Bajaj (Membership No. FCS 6868) and in the event of his inability, Ms. Sejal, Partners at V K Bajaj & Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of AGM and e-voting thereat, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's notice board and its website at [www.tciexpress.in](http://www.tciexpress.in) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
23. The recorded transcript of the forthcoming AGM on Friday, August 04, 2023 shall also be made available on the website of the Company [www.tciexpress.in](http://www.tciexpress.in) under the 'Investor Relations' section, as soon as possible after the AGM is over.
24. The resolutions will be deemed to be passed on the AGM date i.e. Friday, August 04, 2023.

#### **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

#### **VOTING THROUGH ELECTRONIC MEAN**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, MCA/SEBI circulars and the Secretarial Standard on General

Meetings, the Company is providing facility of remote e-voting to its Members in respect of all the business to be transacted at the AGM. For this purpose, the Company has engaged services of CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

#### **A INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING AGM THROUGH VC/OAVM ARE AS UNDER:**

- I The remote e-voting period will begin on **Tuesday, August 01, 2023 at 09:00 A.M (IST)** and ends on **Thursday, August 03, 2023 05:00 P.M. (IST)**. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 28, 2023, may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date(s) and module of e-voting shall be disabled by CDSL for voting thereafter.
- II The Shareholder(s) who have already voted prior to the AGM, may attend AGM, however he/she would not be entitled to cast vote again at the AGM.
- III The Members can join the AGM through VC/OAVM mode fifteen (15) minutes before the scheduled time of the commencement of the AGM and facility for joining shall be kept open till the expiry of fifteen (15) minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least one thousand (1000) Members on first come first served basis. This will not include large Shareholders (Shareholders holding two percent (2%) or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc, who are allowed to attend the AGM without restriction on account of first come first served basis.
- IV The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- V Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and Regulation 44 of the Listing Regulations, listed Companies are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs), providing e-voting facility

to listed Companies in India. This necessitates registration on various ESPs and maintenance of multiple user id's and passwords by the Shareholders.

- VI In order to increase the efficiency of the voting process, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also

enhancing ease and convenience of participating in e-voting process. In terms of above said SEBI circular, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

- VII **Login method for e-voting and joining virtual AGM for Individual Shareholders holding securities in demat mode** is given below:

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p>(i) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. An option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or Members may visit to CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select 'My Easi New (token)' tab.</p> <p>(ii) 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 the 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 vote during the remote e-voting period or joining virtual AGM and voting during the AGM. 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.</p> <p>(iii) If the user is not registered for Easi/Easiest, an option to registration is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>. They can also visit to CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select 'My Easi New (token)' tab, where registration link will be available.</p> <p>(iv) Alternatively, the user can directly access e-voting page by providing demat account number and permanent account number (PAN) from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> (home page). The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option, where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p>(i) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your user id and password. After successful authentication, you will be able to see e-voting services. Then click on 'access to e-voting' under e-voting services and you will be able to see e-voting page. Then click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM.</p> <p>(ii) If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Then select 'register online for IDeAS' portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>(iii) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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's depository site, wherein you can see e-voting page. Then click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your DP's registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Then click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM.</p>

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

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdsiindia.com">helpdesk.evoting@cdsiindia.com</a> or can contact at toll free no.: 1800 22 55 33
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or can contact at toll free no.: 022-4886 7000 and 022-2499 7000
<b>Important note</b>	Members who are unable to retrieve user id/ password are advised to use forget user id and forget password option available at above mentioned website.

VIII Login method for e-voting and joining virtual meeting (AGM) for **Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode** is given below:

- The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on 'Shareholders' module.
- Now enter your user ID as per instruction below;
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in physical form should enter folio number registered with the Company.
- Next enter the image verification as displayed and click on login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used
- If you are a first-time user follow the steps given below:

**For Shareholders holding shares in demat form (other than individual) and/or physical form**

PAN	<ul style="list-style-type: none"> <li>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat Shareholders as well as physical Shareholders)</li> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend bank details or date of birth (DOB)	<ul style="list-style-type: none"> <li>Enter the dividend bank details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</li> <li>If both the details are not recorded with the DP's/Company, please enter the Memberid / folio number in the dividend bank details field.</li> </ul>

\* Mandatory submission

- After entering these details appropriately, click on 'SUBMIT' tab.
- The Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.

XV After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

XVI Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.

XVII You can also take a print of the votes cast by clicking on 'click here to print' option on the voting page.

XVIII If a demat account holder has forgotten the login password then enter the user id and the image verification code and click on forgot password and enter the details as prompted by the system.

**XIX Additional facility for Non-Individual Shareholders and custodians- For remote voting only:**

- a) Non-individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians (collectively can be referred as 'entity') are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the 'Corporates' module.
- b) A scanned copy of the registration form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- c) After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- e) It is mandatory that, a scanned copy of the board resolution/power of attorney (POA) which they have issued in favour of the non-individual Shareholders/custodian, if any, should be uploaded in PDF format in the system, for the scrutinizer to verify the same.
- f) Alternatively, they can send the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer at his mail address at [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com), or to the Company at [secretarial@tcIexpress.in](mailto:secretarial@tcIexpress.in), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**B INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING AGM ARE AS UNDER:**

I The procedure for attending AGM and e-voting on the day of AGM is same as the instructions mentioned

above for remote e-voting. The said e-voting facility shall be in operation till all the resolutions are considered and voted upon in the AGM and may be used for voting only by the Members attending the AGM and who have not exercised their right to vote through remote e-voting.

- II The link for VC/OAVM to attend AGM will be available where the EVSN of Company will be displayed after successful login, as per the instructions mentioned above for remote e-voting.
- III The Shareholders, 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.
- IV The Shareholders are encouraged to join the AGM through laptops or iPads for better experience.
- V Further, the Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- VI Please note that participants joining through mobile devices or tablets or laptop and 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 connections to mitigate any kind of aforesaid glitches.
- VII Only those Shareholders, who are present at 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 e-voting system available during the AGM.
- VIII If any votes are cast by the Shareholders through e-voting facility available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the Shareholders attending the AGM.
- IX The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date, Friday, July 28, 2023.
- X Any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such Member may obtain the user id and password by sending a request at [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or [secretarial@tcIexpress.in](mailto:secretarial@tcIexpress.in). However, if a Member is already registered with CDSL for e-voting then existing user id and password can be used for casting vote. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.



### C PROCESS FOR SHAREHOLDERS WHOSE E-MAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- I **For Physical Shareholders**-Please provide necessary details like folio number, name, complete address of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR or document in support of address proof by e-mail to RTA at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) or to the Company at [secretarial@tcexpress.in](mailto:secretarial@tcexpress.in).
- II **For Demat Shareholders**-Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of consolidated account statement, along with self attested scanned copy of PAN card to your respective Depository Participants, alternatively, mail to the RTA at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) or to the

Company at [secretarial@tcexpress.in](mailto:secretarial@tcexpress.in). Please make endeavour to update your e-mail id and mobile number with your respective Depository Participants, which is mandatory while e-voting and joining virtual AGM/meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager at Central Depository Services (India) Limited (CDSL), having office at -A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

### Details of Directors seeking re-appointment at the AGM

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Sr. no.	Particulars	Details
1.	Name of the Director	Mr. Vineet Agarwal
2.	DIN	00380300
3.	Date of birth	September 16, 1973
4.	Nationality	Indian
5.	Date of appointment on the Board	October 07, 2015
6.	Qualifications	He graduated from Carnegie Mellon University and the Owner President Management Program from Harvard Business School.
7.	Expertise in specific functional area	Mr. Vineet Agarwal is acting as Non-Executive Director of the Company. Mr. Vineet Agarwal is the Managing Director of Transport Corporation of India Limited (TCI) and the Chairman of Transystem Logistics International Pvt. Ltd. (A JV of TCI & Mitsui & Co., Japan). He joined TCI in 1996 as the Executive Director and has held various finance and management roles within the Company. Under his leadership, TCI has adapted to new technologies and work systems to grow from strength to strength. He has been active in transforming the organization towards value-added services in the area of supply chain management and multimodal logistics. Mr. Agarwal has played a pivotal role in orienting TCI to move from being a mere trucking Company to evolve itself as one of India's foremost integrated supply chain solutions providers.
8.	No. of shares held in the Company including shareholding as a beneficial owner	20,08,979
9.	List of the Directorships held in other listed Companies	Please refer Corporate Governance Report
10.	Chairperson/Membership in the Committees of the Boards of listed Companies in which he is Director	<b>TCI Express Limited &amp; TCI Developers Limited</b> Audit Committee (Member) Stakeholders' Relationship Committee (Member) <b>Somany Ceramics Limited</b> Audit Committee (Member)
11.	No. of Board Meetings attended during FY 2022-23	Four (4)
12.	Relationships between Directors inter-se	Related to Mr. Dharpal Agarwal and Mr. Chander Agarwal
13.	Remuneration details (Including Sitting Fees & Commission)	₹ 600,000
14.	Resignation details in the listed entities during the last three (3) years	None

Note: a) The Directorship in listed Companies has been provided. The Membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Listed Company.

b) For other details such as the number of meetings of the Board/Committee attended during the year, expertise, tenure etc., are provided under the Corporate Governance Report, forming part of Annual Report.