

Notice of 16th Annual General Meeting

Dear Members of TCI Express Limited,

We are pleased to inform you that the 16th Annual General Meeting ('AGM or Meeting') of TCI Express Limited ('the Company, 'your Company') is scheduled to be convened on **Tuesday, August 13, 2024 at 10:30 A.M. (IST)**. We warmly invite you to join us for the meeting and look forward for your participation. This meeting will be conducted by means of video conferencing to transact following business matters, considered under **ORDINARY BUSINESS**:

1. To receive, consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, together with the reports of the Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, together with the report of Auditors thereon.

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

- a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted".
- b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors thereon, as circulated to the Members, be and are hereby approved and adopted".

2. To declare final dividend on equity shares of the Company, for the financial year ended March 31, 2024

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

"RESOLVED THAT final dividend at the rate of ₹ 2.00 (100%) per equity share of face value of ₹ 2.00 each, on fully paid-up basis, be and is hereby declared for the financial year ended March 31, 2024 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 read with Rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013".

3. To appoint a Director in place of Mr. Phool Chand Sharma (DIN: 01620437), who retires by rotation and being eligible, offers himself for re-appointment

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. Phool Chand Sharma (DIN: 01620437), who retires by rotation at this AGM, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation."

By Order of the Board of Director
TCI Express Limited

Priyanka

Place : Gurugram (Company Secretary & Compliance Officer)
Date : May 10, 2024 Membership No. 36870

Registered Office:

Flat No. 306 & 307, 1-8-271 to 273,
3rd Floor, Ashoka Bhoopal Chambers
S.P Road, Secunderabad-500003, Telangana
CIN: L62200TG2008PLC061781
Email: secretarial@tcipress.in
Website: www.tcipress.in
Tel: 91-40-27840104

NOTES AND DISCLOSURE PERTAINING TO THE 16TH ANNUAL GENERAL MEETING:

1. MODE AND MANNER OF ATTENDING AGM

a) 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'), read with circulars issued under these statutes, permitted holding of 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 note issued by the ICSI, proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company, which shall be the deemed venue of this AGM.

The Shareholders are encouraged to review the circulars issued (as mentioned below) by the MCA and SEBI regarding the conduct of AGM through virtual means, as well as the guidelines on the procedures and manner of conducting AGM through VC/OVAM.

- **MCA circular(s):** No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and latest being No. 09/2023 dated September 25, 2023;
- **SEBI circular(s):** No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and latest being No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023.

b) 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, to facilitate the AGM through VC/OAVM and to manage

e-voting for the proposed resolutions contained under the AGM Notice. This arrangement allows Members to exercise their voting rights electronically, both through remote e-voting and e-voting during the AGM. Detailed procedures for participating in the meeting by means of VC/OAVM, voting electronically, registering and obtaining the Annual Report, along with other necessary information, are provided in paragraph No. 8.

- c) The Members who need assistance before or during the AGM or have any queries or issues regarding attending AGM and e-voting, can write to CDSL by e-mail at helpdesk.evoting@cdsl.co.in or can contact on toll free No's: 022- 23058738 and 022-23058542/43.
- d) 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, having office located at 'A' Wing, 25th Floor Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or the Shareholders can e-mail to helpdesk.evoting@cdslindia.com or call toll free No. 1800 22 55 33.
- e) Since this AGM is being held through VC/OAVM means, 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, participate thereat and to cast their votes through e-voting.
- f) 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 with a copy marked to helpdesk.evoting@cdsl.co.in and secretarial@tciepress.in.

2. ISSUANCE OF ANNUAL REPORT AND REGISTRATION PROCESS

a) In accordance with the circulars referenced in paragraph 1, the Annual Report for the Financial Year 2023-24, including Notice of 16th AGM of the Company, is being sent by email, which also includes detailed procedure and manner of attending and e-voting at AGM. The Annual Report is sent to all Members and entitled persons whose email addresses are registered with the Company, KFin Technologies Limited-Registrar and Share Transfer Agent ('RTA'), or respective Depository Participants ('DP's), namely:

- National Securities Depository Limited ('NSDL')
- Central Depository Services (India) Limited ('CDSL').

b) The Annual Report will additionally be accessible for viewing on the designated website. Please follow the link provided to access comprehensive details about our Company's performance, financial status and strategic initiatives undertaken throughout the fiscal year.

- **Company's website:** <https://www.tciexpress.in/financial-reports.aspx>
- **RTA's website:** <https://www.kfintech.com/>
- **CDSL's website:** <https://www.cdslindia.com>
- **Stock Exchange's(s) website:** i) BSE Limited [(Scrip Code: 540212) (www.bseindia.com)] and ii) National Stock Exchange of India Limited [(Scrip Symbol: TCIEXP) (www.nseindia.com)]

c) The Members who wish to obtain a physical copy of the Annual Report for the financial year 2023-24 and related documents, can request it by writing to the Company at secretarial@tciexpress.in or its RTA at einward.ris@kfintech.com. Please mention your DP ID and Client ID/folio number in the request letter.

d) Pursuant to Section 152 of the Act, the Company has determined Mr. Phool Chand Sharma (DIN: 01620437), 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 enclosed as **Annexure-I**.

e) All documents referenced in the Notice and Annual Report, as well as the Register of Directors and Key Managerial Personnel with their shareholding, Secretarial Auditor's certificate verifying compliance with the Company's 'Employee Stock Option Plan-2016' under the SEBI (Share Based Employee Benefits and Sweat

Equity) Regulations, 2021 and the Register of contracts or arrangements, where Directors have interest as per the Act, will be accessible for electronic inspection during the AGM. Additionally, the Shareholders can request access to any Statutory Register or documents by emailing the Company at secretarial@tciexpress.in. Upon such requests, the Company will facilitate access to copies of these documents.

3. BOOK CLOSURE, DIVIDEND PAYMENT, TAXABILITY AND IEPF TRANSFER

a) The Board of Directors of the Company at their meeting held on May 10, 2024 have approved and recommended payment of final dividend of ₹2.00 per equity share on face value of ₹2.00 each, for the financial year ended March 31, 2024, subject to the approval of Shareholders at the 16th AGM. The final dividend, 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 Tuesday, August 06, 2024, 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 Tuesday, August 06, 2024.

b) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 07, 2024 to Tuesday, August 13, 2024 (both days inclusive) for the purpose of AGM and determining the eligibility to receive the final dividend for the FY 2023-24. The record date for determining payment of final dividend is Tuesday, August 06, 2024.

c) Dividend income is subject to taxation for the Shareholders and the Company is required to deduct TDS in accordance with the rates specified in the Income Tax Act of 1961. The applicable TDS rates vary depending on the category of the Shareholders, documents submissions, declarations etc.

The Company will send detailed instructions to those Shareholders, who have registered email addresses. These instructions will provide comprehensive guidance on understanding the applicable TDS rates and outline the necessary documents that Shareholders need to submit. The Shareholders are strongly encouraged to carefully read these communications together with provisions contained under the Income Tax Act of 1961 and the Finance Act of 2020, to fully understand the TDS rates

that apply to their dividend income and to ensure that they provide the required documentation in a timely manner. This will facilitate the accurate deduction of TDS and ensure compliance with the relevant tax regulations.

- d) To ensure the protection and timely receipt of dividends, the Company is providing facility for electronic credit of dividend payments directly into the accounts of Shareholders. Upon approval, the final dividend will be electronically transferred through available online methods to Shareholders, who have updated their bank account details. For those who have not provided updated bank information, the Company will send the dividend warrant, demand draft, cheque, or other permitted mode of payment.
- e) To avoid any delays and to safeguard financial transactions, the Shareholders are strongly encouraged to submit and update time to time, their Know Your Customer ('KYC') information with their DPs or RTA, enabling direct bank account transfers on the payout date. The SEBI also, vide its circulars mandates registration of PAN/bank details and encourages linking PAN with Aadhar for every security holders. Please refer to paragraph No. 5 for instructions on submitting or updating your KYC details, including bank account information, PAN and nomination details.
- f) Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), fractional proceeds, dividends that are unpaid or unclaimed for a period of 7 years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividends remain unclaimed by the Shareholders for 7 consecutive years or more, shall also be transferred to the demat account of the IEPF Authority.
- g) During the period under review, the Company has transferred unclaimed proceeds from sale of fractional shares amounting to ₹4,66,403.28, dividend entitlement amounting to ₹5,88,355.00, along with 5,08,495 equity shares pertaining to interim dividend declared in the FY 2016-17, to the IEPF Authority. The dividend amount and shares transferred to the IEPF can be claimed by the concerned Shareholder(s)/legal heir(s) from the IEPF Authority, after complying with the procedure prescribed under the Board's Report section, titled as 'Transfer to the Investor Education and Protection Fund'.

The details of unclaimed dividends and transfer of dividends/shares liable to transfer to IEPF are also provided under Company's website at <https://www.tciexpress.in/unpaid-dividend.aspx?invid=18&key=6f4922f45568161a8cdf4ad2299f6d23>.

These details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

Please refer the Board's Report and Corporate Governance Report, forming part of Annual Report for further details with respect to unclaimed dividends and transfer of dividends/shares to the IEPF. ***The Company requests all the Members to encash/claim their dividend(s), before it is transferred to the IEPF.***

4. SHAREHOLDER'S COMMUNICATION

To ensure effective grievance redressal, the Company provides accessible and responsive avenues for communication and redressal. These initiatives underscore the Company's commitment for maintaining strong Shareholder relations and upholding highest standards of corporate governance.

- a) **RTA:** KFin Technologies Limited serves as the Registrar and Transfer Agent ('RTA'), ensuring smooth management of both physical and electronic/dematerialized equity shares. The Shareholders can contact the RTA at its office located at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Alternatively, they can submit their queries, complaints, or grievances by writing email to einward.ris@kfintech.com.
- b) **The Company:** The Company has established a dedicated email address i.e., secretarial@tciexpress.in, for Shareholders to address their complaints and grievances directly, reinforcing the Company's commitment to transparency and investor welfare.

E-communications: In line with our steadfast dedication to environmental conservation, we have opted to provide Shareholder communications electronically, whenever applicable and practicable. We encourage our Shareholders to actively participate in this eco-conscious initiative by registering or updating their e-mail addresses with their respective DPs for electronic holdings and with the RTA for physical holdings. This can be conveniently done by completing or updating the KYC documents, as explained in the following paragraph.

5. PAN/KYC/NOMINATION UPDATION

- a) The SEBI, through its latest circular dated March 16, 2023, now incorporated into the master circular dated May 7, 2024, in supersession of earlier circular(s) issued on the subject, has prescribed common and simplified norms for processing investors' service requests by RTAs and manner for furnishing PAN, contact, bank & signature verification and nomination information, using provided forms for each respective requirement, tabulated herein below.

Particulars	Form to be furnished
PAN	Form No. ISR 1
Postal address with PIN	Form No. ISR 1
Email address and mobile number	Form No. ISR 1
Specimen signature	Form No. ISR - 1/ Form No. ISR - 2 (In case of mismatch)
Bank account details	Form No. ISR 1
Choice of nomination (either opt-in or opt-out)	Form No. SH-13/ SH-14/ISR-3
Investor's service request form	Form No. ISR 4

The Shareholders with physical holding, wishing to nominate or opting out thereof can also refer to Section 72 of the Act. The existing Shareholders holding shares in demat form or mutual fund ('MF') folios can furnish or opt out to furnish nomination form by submitting Annexure-A and Annexure-B respectively of circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81, dated June 14, 2024. With regard to new investors/unitholders shall continue to be required to mandatorily provide the 'choice of nomination' for demat accounts/MF folios (except for jointly held Demat Accounts and MF folios).

We encourage all the Shareholders to provide choice of nomination and update KYC for ensuring smooth processing of investor's services as well as to prevent accumulation of unclaimed assets in securities market.

- b) As per the amended Regulation 40(1) of the Listing Regulations, effective April 1, 2019, securities of listed Companies can only be transferred in dematerialized form. Additionally, requests for the transmission or transposition of securities (whether held in physical or dematerialized form) will also be processed exclusively in dematerialized form.
- c) The Members may please note that the SEBI, in its master circular dated May 7, 2024, has mandated that securities must be issued exclusively in dematerialized form, when processing service requests for duplicate, unclaimed suspense, renewal, exchange, endorsement, sub-division, splitting, consolidation, transmission and transposition from holders of physical securities. The Shareholders can submit form ISR-4 for making service requests, as explained herewith.

In light of this directive and to mitigate the risks associated with holding physical shares while availing various benefits of dematerialization, the Members are encouraged to convert their physical shares to dematerialized form.

Detailed instructions and the application process as per the revised framework and operational guidelines are available on the RTA's website at <https://ris.kfintech.com/clientservices/>

[isc/isrforms.aspx](https://www.tciexpress.in/investor-faq.aspx) and on the Company's website at <https://www.tciexpress.in/investor-faq.aspx>.

- c) 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.
- d) To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the 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.

6. QUERIES, REQUESTS AND SPEAKER REGISTRATION

- a) The Members are encouraged to submit their queries or questions in advance regarding the Financial Statements or any other matter to be discussed at the AGM. The Members should send an e-mail from their registered e-mail address to secretarial@tciexpress.in, mentioning their name, DP ID/Client ID number/folio number and contact details, on or before 5.00 P.M. (IST) on Friday, August 09, 2024. By providing this information in advance, the Company will be able to respond to queries more effectively and appropriately during the AGM.
- b) 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/Client ID/folio number, PAN and contact details at secretarial@tciexpress.in, on or before 5.00 P.M. (IST) on Thursday, August 08, 2024. Please note that the Company reserves the right to limit the number of questions and speakers based on the available time allocated for the AGM. Your cooperation in this matter is appreciated to ensure a productive and efficient meeting.

7. AGM PROCEEDINGS AND OUTCOME

- a) The Company has appointed Mr. Vasanth Bajaj (Membership No. FCS 6868/CP No. PCS 5827) and in the event of his inability, Ms. Jyoti, 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 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, as the case may be, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
- b) 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 and on the website of CDSL within 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.
- c) The recorded transcript of the forthcoming AGM on August 13, 2024 shall also be made available on the website of the Company www.tciexpress.in under the Investor Relations Section, as soon as possible after the Meeting is over.
- d) The resolutions will be deemed to be passed on the AGM date i.e. Tuesday, August 13, 2024.

8. MANNER OF JOINING AGM AND VOTING THROUGH ELECTRONIC MEANS

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 the Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Shareholders are encouraged to carefully review the following instructions regarding participation in and voting at the AGM, alongwith guidelines on how to register e-mail address and contact information etc. Your participation and timely registration will help in maintaining effective

communication and ensuring that your voting rights are properly exercised at the AGM.

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 **Saturday, August 10, 2024 at 09:00 A.M (IST) and ends on Monday, August 12, 2024 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. Tuesday, August 06, 2024, 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. 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 Shareholder's 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 DP's. 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
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/home/login or Members may visit to CDSL website www.cdslindia.com and click on login icon and select 'My Easi New (token)' tab. 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. If the user is not registered for Easi/Easiest, an option to registration is available at https://web.cdslindia.com/myeasitoken/home/login. They can also visit to CDSL website www.cdslindia.com and click on login icon and select 'My Easi New (token)' tab, where registration link will be available. 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 www.cdslindia.com (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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. If the user is not registered for IDeAS e-services, option to register is available at NSDL. The user can click at https://eservices.nsdl.com/ and then select register online for IDeAS portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen-digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL'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 e-voting during the AGM.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your 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 site after successful authentication, wherein you can see e-voting feature. Then click on Company's 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 e-voting during the AGM.

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
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or can contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or can contact at toll free no.: 022-4886 7000 and 022-2499 7000
Important note	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 for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode is given below:**

- a) The Shareholder should log on to the e-voting website www.evotingindia.com.
- b) Click on 'Shareholders' module.
- c) 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;
- d) Next enter the image verification as displayed and click on login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:
 - Shareholders holding shares in physical form should enter folio number registered with the Company.

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

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

* Mandatory submission

- IX. After entering these details appropriately, click on 'SUBMIT' tab.
- X. 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.
- XI. For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XIII. 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.
- XIV. 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 and register themselves in the 'Corporate 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.
 - 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, or to the Company at 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 I-Pads 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 Shareholders connecting 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. Shareholders seeking any information or wish to express their views/ask questions with regard to the accounts/ reports or any matter to be placed at the AGM, may send their queries in advance by e-mail at secretarial@tciexpress.in, at least five (5) days prior to the date of AGM. These queries will be replied by the Company suitably.
- VIII. 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.
- IX. 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.
- X. 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, Tuesday, August 06, 2024.
- XI. 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 or secretarial@tciexpress.in. However, if the 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 or to the Company at secretarial@tciexpress.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 DP's, alternatively, mail to the RTA at rajeev.kr@kfintech.com or to the Company at secretarial@tciexpress.in. Please make endeavour to update your e-mail id and mobile number with your respective DP's which is mandatory while e-voting and joining virtual AGM.
- For permanent registration of email and KYC, please follow instructions given under paragraph No. 5 above.

Annexure- I of AGM Notice
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[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	Phool Chand Sharma
2.	DIN	01620437
3.	Date of Birth	July 14, 1961
4.	Nationality	Indian
5.	Date of first Appointment on the Board	August 18, 2016
6.	Qualifications	He is graduated from Alumni of Harvard Business School and National University of Singapore.
7.	Brief Resume including his skills, expertise in specific functional area	<p>Mr. Phool Chand Sharma began his journey with the Company as a whole-time Director ('WTD') and CEO, subsequently transitioning into his current role as a Non-Executive Director.</p> <p>With over 37 years of extensive business experience, he has been instrumental in the Company's expansion within the express logistics sector, significantly bolstering its network and fostering sustained growth and success.</p> <p>Throughout his tenure as WTD, the Company consistently advanced under his leadership. Known for his strong management acumen, Mr. Sharma has served as a guiding force for the team, exemplifying his profound expertise and skills, as also outlined under the Corporate Governance Report and Company's website at www.tciexpress.in.</p>
8.	Relationships between Directors and KMP inter-se	He is not related to any Director or KMP
9.	Terms and conditions of appointment/re-appointment	Non-Executive Director, liable to retire by rotation
10.	Number of shares held in the Company, including shareholding as a beneficial owner	3,000
11.	Number of Board Meetings attended during the FY 2023-24	Four (4)
12.	List of Directorships held in other Companies (including Listed, Public, Private Companies and excluding Foreign and Section 8 Companies)	<ol style="list-style-type: none"> 1. TCI Developers Limited 2. TCI India Limited 3. TCI Distribution Centers Limited 4. Boruka Supply Chain Solutions Holdings Limited 5. XPS Cargo Services Limited 6. TCI Infrastructure Limited
13.	List of Chairpersonship/Membership of the Board of Directors of TCI Express Ltd., and other Companies (including Listed, Public, Private Companies and excluding Foreign and Section 8 Companies)	<p>TCI Express Limited</p> <p>Stakeholders' Relationship Committee-Member Risk Management Committee-Member</p> <p>TCI Developers Limited</p> <p>Audit Committee-Chairperson Nomination & Remuneration Committee-Chairperson</p> <p>TCI India Limited</p> <p>Audit Committee-Chairperson Nomination & Remuneration Committee-Chairperson</p> <p>TCI Distribution Centers Limited</p> <p>Audit Committee-Chairperson Nomination & Remuneration Committee-Chairperson</p>
14.	Resignation details in the listed entities during the last three (3) years	None

Sr. No.	Particulars	Details
15.	Remuneration details paid for the FY 2023-24 (Including Sitting Fees & Commission)	Please refer Corporate Governance Report
16.	Details of proposed remuneration	Director's commission and sitting fee, as may be approved by the Board of Directors, based on recommendations from the Nomination and Remuneration Committee, within the ceiling approved by the Shareholders and computed in the manner provided under Section 197 and 198 of the Act and the Listing Regulations.

By Order of the Board of Director
TCI Express Limited

Priyanka

(Company Secretary & Compliance Officer)
 Membership No. 36870

Place : Gurugram
 Date : May 10, 2024

Registered Office:

Flat No. 306 & 307, 1-8-271 to 273,
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 CIN: L62200TG2008PLC061781
 Email: secretarial@tciexpress.in
 Website: www.tciexpress.in
 Tel: 91-40-27840104