

Notice of Annual General Meeting

NOTICE is hereby given that the 10th Annual General Meeting of the Company will be held on Wednesday, August 1, 2018 at 12.00 noon at the Drawing Room, Basement 1, Park Hyatt Hyderabad, Road No 2, Banjara Hills, Hyderabad – 500034, Telangana, to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 & the report of the Board of Director's and Auditor's thereon
2. To declare Final Dividend on Equity Shares @ 25% (₹ 0.50 per equity share of ₹ 2/- each)
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.

Special Business:

4. To consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 181 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder (the Act), consent of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institution,

trust, organization, not directly relating to the business of the Company or the welfare of its employee, for taking up of any programme, activities of social, cultural, educational, sports, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding to ₹ 5,00,00,000/- (Rupees Five Crore only) in any financial year, notwithstanding the fact that said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of the Companies Act, 2013 during the three years immediately preceding the current Financial Year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be expedient to give effect to this resolution."

By Order of the Board
For TCI Express Limited

Place: Gurugram
Date: 25.05.2018

Vinay Gujral
Company Secretary

Registered Office:

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed to and forms part of this Notice.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
5. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information on directors recommended for appointment/re-appointment, if any at the Annual General Meeting and directors liable to retire by rotation and seeking re-election is contained in the Statement annexed to Notice.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting ("AGM") and also at the AGM. The relevant documents may be accessed at the website www.tciexpress.in
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday July 27, 2018 to Wednesday August 1, 2018 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if approved.
8. Members who are holding shares in physical form are requested to notify the change in their respective addresses or Bank details to the Company and always quote their Folio Numbers in all correspondence with the Company. Those holding shares in electronic form are requested to notify any change in addresses or Bank details to their respective Depository Participants.
9. Members who are still holding shares in physical form are

advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.

10. Non-resident Indian members are requested to inform Company on:
 - a. the change in the residential status on return to India for permanent settlement, and
 - b. the particulars of the bank accounts maintained in India with complete name of Bank, branch, account type, account number and address of the bank, if not furnished earlier.
11. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. Therefore, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to M/s. Karvy Computershare Pvt Ltd /Investor Service Department of the Company for registration of such transfers. Members/ Investors are therefore requested to make note of the same and submit their PAN card copy to M/s. Karvy Computershare Pvt. Ltd /Investor Service Department.
12. It may be noted that SEBI has vide its Circular dated April 28, 2018, mandated to transfer of unpaid dividend directly to the Bank Account of Shareholders. Therefore, you are requested to update your Bank details with Company's RTA.
13. Pursuant to Section 72 of the Companies Act, 2013 individual shareholders holding shares in the company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole / all joint shareholders.
14. The members are requested to address all their communications Karvy Computershare Pvt Ltd., Karvy Selenium Tower B, Plot Number 31 and 32, Financial District, Gachibowli, Hyderabad-500032, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.

Voting through Electronic mean

- i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company is pleased to offer the option of e-voting facility to all the members of the Company. The Business mentioned in this Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- ii. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. For this purpose, the Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorised Agency (Service provider) to provide e-voting facilities. The manner of carrying out e-voting are provided herein below.
- v. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Thursday, July 26, 2018
- vi. The Board of Directors has appointed Mr. Vasanth Kumar Bajaj, of M/s. V.K Bajaj & Associates, Company Secretaries, as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, July 26, 2018 only shall be entitled to avail the facility of remote e-voting /voting at the meeting through Ballot Papers.
- viii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than forty eight hours of the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- ix. The resolutions will be deemed to be passed on the AGM date i.e August 1, 2018, subject to receipt of the requisite numbers of votes in favour of the Resolutions. Please read the instructions given below before exercising the vote.
The instructions for the Shareholders for remote e-voting are as under:
 - a) The remote e-Voting will be kept open From 10.00 A.M (IST) on July 29, 2018 and End up to 5.00 P.M. (IST) on July 31, 2018.
 - b) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - c) Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. /DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed in this communication/ or sent via email along with the Notice sent in electronic form.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- d) Please contact our toll free No. 1800-34-54-001 for any further clarifications.
- e) After entering these details appropriately, click on "LOGIN".
- f) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with atleast one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- g) You need to login again with the new credentials.
- h) On successful login, the system will prompt you to select the E-Voting Event Number for TCI Express Limited.
- i) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- j) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- k) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- l) You may then cast your vote by selecting an appropriate option and click on "Submit".
- m) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- n) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinizer_tciexp@vkbajajassociates.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO.
- o) In case a person has become a member of the Company after dispatch of the AGM Notice but on or before the cut-off date i.e. July 26, 2018 may write to Karvy on the email id einward.ris@karvy.com or call to Mr. Rajeev Kumar contact no 040-67161524 at Karvy (Unit TCI Express Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, requesting for the user id and password. After receipt of the same, please follow all the steps as from Sr. No. a. to g. as mentioned above to cast the vote.
- p) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- q) In case of Members receiving physical copy of the AGM Notice by Post/Courier [for Members whose email IDs are not registered with the Bank/ Depository Participant(s)]:
- User ID and initial password. These will be provided in the Attendance Slip for the AGM
 - Please follow all steps from Sr. No. a. to g. as mentioned above, to cast your vote.
- r) The remote e-voting period commences on July 29, 2018 at 10:00 A.M. and ends on July 31, 2018 at 5:00 P.M. During this period, the Members of the company holding shares in physical form or in dematerialized form, as on the cut-off date, being July 26, 2018, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
- s) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- t) The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Ballot Papers.
- u) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
- v) The Results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company www.tciexpress.in immediately after the result is declared by the Chairman. The Company will simultaneously forward the results to the stock exchanges, where the shares of the company are listed and also to Karvy's website (<https://evoting.karvy.com>).

Explanatory Statement under section 102 of the Companies Act, 2013

Item No. 4

The shareholders, in the AGM held on November 4, 2016 had granted its approval to the Board of Directors in order to enable them to contribute and/or donate to any charitable and other funds not directly relating to the business of the Company or welfare of its employees amount not exceeding in aggregate of ₹ 2.50 crores (Rupees Two Crores Fifty Lakhs) during any financial year of the Company.

Now, the company wishes to take up the CSR initiatives on a larger scale. In order to fulfil this, it may be necessary to contribute/

donate over and above this amount. Therefore, it is hereby proposed to enhance the current limit in this regard from ₹ 2.50 crores (Rupees Two Crores Fifty Lakhs) to ₹ 5.00 crores (Rupees Five Crores).

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 4.

A brief profile of the Directors seeking appointment/re-appointment

Particulars	Mr. Phool Chand Sharma
Age	57 yrs
Qualifications	<ul style="list-style-type: none"> Graduate Alumni of Harvard Business School and National University of Singapore
Expertise in specific functional Area	He has in-depth knowledge about the Express distribution which helped him in expanding the business network and maintain the growth and success of the Company. He has been guiding force for the team and has strong management skills.
Terms and Conditions of Appointment/Re-appointment	As per existing terms and conditions approved by the Shareholders in 8th Annual General Meeting held on November 4, 2016
Remuneration Last drawn (including sitting fee, if any)	₹ 136.21 Lakhs
Remuneration Proposed to be paid	Basic salary, perquisites and other allowances as approved by the Shareholders in 8th Annual General Meeting held on November 4, 2016
Date of first appointment on the Board	August 18, 2016
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	04
Directorship held in other Companies	XPS Cargo Services Limited Bhoruka Supply Chain Solutions Holdings Limited Bhoruka International Private Limited
Membership/Chairmanship of the Committees of other Companies	TCI Express Limited: Member: Stakeholders' Relationship Committee Member: Share Transfer Committee
Number of Equity Shares held in the Company	40,250