

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting ("AGM") of the Members of TCI Express Limited ("the Company") will be held on Friday, July 24, 2020 at 10:30 A.M., through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, along with the report of the Board of Director's and Auditor's thereon.
2. To appoint a Director in place of Mr. Vineet Agarwal (DIN-00380300), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), as the Statutory Auditors of the Company for a second term of five (5) years.

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

"Resolved That pursuant to the provisions of Section 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company, be and is hereby accorded for the re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), as the Statutory Auditors of the Company for their second term of five (5) years, to hold office from the conclusion of this 12th Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company to be held in the year 2025, on such remuneration and terms and conditions as set out in the Explanatory Statement to this Notice."

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

Place: New Delhi
Date: May 08, 2020

Priyanka
Company Secretary & Compliance Officer
ACS-36870

Registered Office:

Flat No. 306 & 307, 1-8-271 to 273,
3rd Floor, Ashoka Bhoopal Chambers
S.P Road, Secunderabad-500003, Telangana
CIN: L6200TG2008PLC061781
Email: secretarial@tciexpress.in
Website: www.tciexpress.in
Tel: 91-40-27840104

NOTES:

1. As the Members are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA') vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. Accordingly, in compliance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

Thus, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM mode and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM and e-voting are explained in Note No. 23 below.
3. The Members can join the AGM through VC/OAVM mode fifteen (15) minutes before the scheduled time of the commencement of the AGM till fifteen (15) minutes thereafter by following the procedure mentioned in the Notice. 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint Proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the Listing Regulations is annexed hereto.
7. Details of the Director seeking re-appointment under Item No. 2 of the accompanying Notice, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings, are annexed to this Notice.
8. In accordance with the Companies Act, 2013 and Rules made thereunder read with the Listing Regulations, the Audit Committee and Board of Directors of the Company, have recommended, re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), for a further period of five (5) years, subject to approval of the Members.
9. A certificate from M/s. R.S. Agarwala & Co., Statutory Auditors of the Company, certifying the implementation of the Company's 'Employee Stock Option Plan-2016' in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be made available for inspection by the Members, through electronic mode.
10. Relevant documents referred in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at secretarial@tcipress.in.
11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses, are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with M/s. KFin Technologies Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company, in case the shares are held by them in physical form.
13. The Members are also requested to register/update their bank mandate and/or avail ECS facility, where dividends can directly credited in electronic form to their respective bank accounts. Members holding shares in electronic form may contact to their respective Depository Participants to register/update bank mandate and Members holding shares in physical form can send a request to the RTA of the Company at einward.ris@kfintech.com mentioning Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details.

The following additional details need to be provided in case of updating bank account details:

 - Name, branch and account type of the bank in which you wish to receive the dividend;
 - Bank account number allotted by the banks;
 - 9 digit MICR Code Number;
 - 11 digit IFSC;
 - a scanned copy of the cancelled cheque bearing the name of the first Member.
14. Non-resident Indian Members are requested to inform the Company on:
 - change in the residential status on return to India for permanent settlement; and
 - 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.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
16. Members are requested to address all correspondence, including transfer, transmission, issue of duplicate shares, dividend etc. related matters, to the RTA, KFin Technologies Private Limited, Unit: TCI Express Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana-500032, India.
17. 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 of the Company shall vest in the event of death of the sole / all joint Shareholders.

18. Pursuant to the provisions of Section 124 of the Companies Act, 2013, 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 Companies Act, 2013.

In view of above, Members are requested to claim their dividends from the Company, within the stipulated timeline. 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.

19. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders recipients, w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates and other relevant detail, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
20. In compliance with the above stated MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of AGM and Annual Report for the financial year 2019-20 will also be available on the Company's website at <https://www.tciexpress.in/annual-reports.asp>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
21. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020, dated April 08, 2020, Circular No. 17/2020, dated April 13, 2020 and Circular No. 20/2020, dated May 05, 2020.
22. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Sheet are not required to be annexed to this Notice.
23. Instructions for e-voting and joining the AGM are as follows:

Voting through Electronic mean

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 ARE AS UNDER:

- I. The remote e-voting period begins on **Tuesday, July 21, 2020 at 09:00 A.M (IST) and ends on Thursday, July 23, 2020 at 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 17, 2020, 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 Shareholders who have already voted prior to the AGM would not be entitled to vote at the AGM.
- III. The Shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on "Shareholders" module.
- V. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.
- VI. Next enter the Image verification as displayed and Click on Login.

- VII. 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.
- VIII. If you are a first time user, follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>I. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat Shareholders as well as physical Shareholders)</p> <p>II. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number. In case of any procedural difficulty in this regard, the Shareholders may write to the RTA at einward.ris@kfintech.com with marking copy to the Company at secretarial@tcipress.in.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>I. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>II. If both the details are not recorded with the Depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (v).</p>

- IX. After entering these details appropriately, click on "SUBMIT" tab.
 - X. 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 on 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> (TCI Express Limited) 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 & enter the details as prompted by the system.
 - XIX. Shareholders can also cast their vote using CDSL's mobile app "m-voting". The m-voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.
- XX. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- **For Physical Shareholders-** Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the RTA at einward.ris@kfintech.com and/or to the Company at secretarial@tcipress.in, respectively.
 - **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, PAN (self -attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) to the RTA at einward.ris@kfintech.com and/or to the Company at secretarial@tcipress.in, respectively.
 - The RTA/Company shall co-ordinate with CDSL and provides the login credentials to the above mentioned Shareholders.
- XXI. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**
- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdisindia.com.

- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual Shareholders including Body Corporate, are required to 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 vasanth@vkbajajassociates.com and to the Company at secretarial@tcieexpress.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 ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/Members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.
- Further, Shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop and/or 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 connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address, in advance at least seven (7) days prior to the AGM, mentioning their name, demat account number/folio number, email id, mobile number at secretarial@tcieexpress.in. The Shareholders who do not wish to speak during the AGM but have queries or desiring any information with regard to Financial Statements/ Reports may send their queries in advance at least fourteen (14) days prior to the AGM, mentioning their name, demat account number/folio number, email id, mobile number at secretarial@tcieexpress.in. These queries will be replied by the Company suitably.

- Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote as on the cut-off date, i.e. Friday, July 17, 2020, 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.
- If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the AGM 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.
- Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.
- Facility for e- voting shall also be made available at the AGM to the Members who have not cast their vote by remote e-voting.
- 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, i.e. Friday, July 17, 2020, only shall be entitled to avail the facility of remote e-voting / voting at the AGM.
- Voting rights shall be reckoned in proportion to paid up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, July 17, 2020.
- Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the register of members of the Company, will be entitled to vote at the AGM.
- A person who is not a Member as on cut-off date should treat this Notice for information purpose only.

- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 18, 2020 to Friday July 24, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 read with Regulation 42 of the Listing Regulations.
- Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or 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, i.e. Friday, July 17, 2020, such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or secretarial@tcipress.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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai

- 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

24. Mr. Vasanth Kumar Bajaj, Practicing Company Secretary has been appointed as the Scrutinizer, to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner. Mr. Vasanth Kumar Bajaj has given his consent to act as the Scrutinizer.
25. 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 e-voting and shall prepare and submit, not later than forty eight (48) hours of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The result declared along with the scrutinizer’s report will be placed on the website of the Company at www.tciexpress.in and on the website of CDSL at www.evotingindia.com immediately. 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.
27. The Resolutions will be deemed to be passed on the AGM date i.e. Friday, July 24, 2020.
28. A brief profile of the Director seeking re-appointment as required under the Listing Regulations, is provided herein below:

Name	Mr. Vineet Agarwal
Age	46 years
Qualifications	B.SC in Economics & Industrial Mgmt., Carnegie Mellon University, USA.
Expertise in specific functional Area	Mr. Vineet Agarwal is Managing Director of Transport Corporation of India Limited (TCI). He has management roles within the Company. He has played a key role in orienting the organization to move from being a mere trucking Company to evolve as one of Asia’s foremost integrated supply chain solutions provider. Please refer Company’s website: www.tciexpress.in for detailed profile.
Terms and Conditions of Appointment/ Re-appointment	As per existing terms and conditions.
Remuneration Last drawn	₹ 5.00 Lakhs as Commission
Remuneration Proposed to be paid	Mr. Vineet Agarwal, Non-Executive Directors is eligible for payment of sitting fee for attending Board/Committee meetings as approved by the Board from time to time within prescribed limits. He may also be paid commission, subject to the overall limit of 0.5% of the net profits of the Company, computed under applicable provisions of the Companies Act, 2013, as approved by the Shareholders.
Date of first appointment on the Board	October 07, 2015
Relationship with other Directors / Key Managerial Personnel	Related to Mr. D.P Agarwal and Mr. Chander Agarwal-Director(s) of the Company.
Number of meetings of the Board attended during the year	Five (5)

Name	Mr. Vineet Agarwal
Directorship held in other Company*	<ul style="list-style-type: none"> I. Transport Corporation of India Ltd. II. TCI Developers Ltd. III. Somany Ceramics Ltd. IV. The Associated Chambers of Commerce and Industry of India. V. Gloxinia Farms Pvt. Ltd. VI. TCI-CONCOR Multimodal Solutions Pvt. Ltd. VII. Loglabs Ventures Pvt. Ltd. VIII. Transystem Logistics International Pvt. Ltd.
Membership/Chairmanship of the Committees of other Companies	<p>Transport Corporation of India Ltd.</p> <ul style="list-style-type: none"> i. Member: Stakeholders' Relationship Committee ii. Member: Share Transfer Committee iii. Member: Corporate & Restructuring Committee <p>TCI Developers Ltd.</p> <ul style="list-style-type: none"> i. Member: Stakeholder Relationship Committee ii. Member: Audit Committee iii. Member : Nomination & Remuneration Committee iv. Member: Share Transfer Committee <p>Somany Ceramics Ltd</p> <ul style="list-style-type: none"> i. Member: Audit Committee
Number of Equity Shares held in the Company	9,93,497

* Directorship held in Foreign Companies and Section 8 Companies are not included.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Listing Regulations

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all relevant facts relating to re-appointment of Statutory Auditors as mentioned in Item No. 3 of the accompanying Notice:

Item No: 3

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company at their 7th Annual General Meeting ('AGM') held on July 28, 2015, appointed M/s. R.S. Agarwala & Co., as the Statutory Auditors of the Company for a term of five (5) years i.e. to hold office upto the 12th AGM of the Company, for the financial year 2019-20.

Consequently, M/s. R.S. Agarwala & Co., Chartered Accountants, would be completing their first term of five (5) years as the Statutory Auditors of the Company at this AGM. In accordance with Section 139(2) of the Companies Act, 2013 and the transitional provisions provided under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. R.S. Agarwala & Co., are eligible for re-appointment for a further term of five (5) years.

The Board of Directors at their meeting held on May 08, 2020, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139 of the Companies Act, 2013, have proposed re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), for a further period of five (5) years, to hold office as the Statutory Auditors of the Company till the conclusion of 17th AGM of the Company, to be held in the year 2025, subject to the approval by the Members of the Company.

In regards to appointment of Statutory Auditors, the brief profile along with remuneration proposed to the Auditors is as under:

M/s. R.S. Agarwala & Co., is one of the oldest Chartered Accountant firm in India, registered with the Institute of Chartered Accountants of India (ICAI), national professional accounting

body of India. The firm has been carrying out statutory audit of reputed listed Companies and carries a good professional track-record. Before recommending their re-appointment, the Audit Committee considered various parameters being sufficiently knowledgeable, skilled, experienced, clients served and technical knowledge etc.

The annual remuneration proposed for M/s. R.S. Agarwala & Co., Statutory Auditors, shall be up to ₹ 10,00,000 (Rupees Ten lakhs only), plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company. The power may be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment and revision including upward revision of the remuneration, subject to necessary approvals, wherever required. The proposed fee is in line with the industry benchmarks.

The Company has received consent letter and eligibility certificate from M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), to act as Statutory Auditors of the Company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice, for re-appointment and payment of remuneration to the Statutory Auditors.

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

Priyanka

Company Secretary & Compliance Officer
ACS-36870

Place: New Delhi

Date: May 08, 2020

Registered Office:

Flat No. 306 & 307, 1-8-271 to 273,

3rd Floor, Ashoka Bhoopal Chambers

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