

**TCIEXPRESS**

LEADER IN EXPRESS

# ANNUAL REPORT 2020-21

**ACCELERATING GROWTH  
AND PROFITABILITY**





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## Continuous sustainable growth and profitability

The story of TCI Express Limited continues to be intertwined with its core philosophy of creating a differentiated niche.

We are creating a differentiated niche by taking significant strides towards making TCI Express Limited a technologically advanced express logistics company for tomorrow. The desire to go beyond the convention, explore myriad opportunities in a challenging time and efficiently execute our strategies drives us to aspire for new goals and new realities.

We are steadfast in our pursuit of connecting the remotest corners of India. Since inception we have done so, by regularly growing our network, by integrating the technologies of tomorrow within our system and most

importantly by ensuring timely and safe delivery.

As an enterprise of respectable global reputation and experience, our ability to add value to the businesses of our customers lies in our unwavering focus on delivering excellence in key areas of innovation, customer experience and sustainability.

With a focus on providing integrated express logistics solutions to our customers, we have built a vibrant ecosystem of holistic service offerings by deepening our relationships with our customers, employees, business partners and other key stakeholders, thereby laying a strong foundation for sustainable and profitable growth.





## Service offering

### Surface Express

#### Key Differentiators

- Express pick-up and delivery in India at 40,000 locations
- IT interface with customers
- Sunday and holiday deliveries
- Door-step pick-up and delivery, multi-modal service
- GPS enabled fully containerized fleet
- Day definite Delivery
- Value added services (COD/FOD/DACC/ODA/POD)
- Multi-location delivery process
- Customized transit-based policy



### C2C Express

#### Key Differentiators

- End to End transportation
- Multi Location delivery & Pickup
- Movement of high value cargo
- GPS Enabled vehicle to for tracking
- Single point of contact for any query
- Containerized vehicle readily available 32ft. & 24Ft.



### Air Domestic Express

#### Key Differentiators

- Door to door service
- Port to Port service
- Multi modal service
- Enduring arrangement with domestic carriers
- Strategic alliance with multiple carriers
- Customized pic-up/Delivery options



### Cold Chain Express

#### Key Differentiators

- Temperature controlled transportation through FTL and Milk Run
- Temperature controlled transportation in Secondary movement
- Vehicles readily available from 1 Ton to 18 Ton
- GPS and Tracer enabled vehicle with easy access to track temperature and vehicle location



### Air International Express

#### Key Differentiators

- Pick-up from exporter's premises arranged for port to port shipments
- Value added service (ADcode registration, county of origin certificate, legislation of documents, fumigation, GSP certificate)
- Expertise in handling heavy commercial shipments (both import and export)
- Provides customized pricing based on transit times



### E-com Express

#### Key Differentiators

- Vendor to warehouse and inter warehouse
- Fulfillment center to last-mile
- Intra-city distribution
- Cash collection on delivery
- API interchange for transparent end to end visibility
- Linkage between order and docket number



## Where TCI Express stands today

A symbol of trust and one of India's most admired express logistics company. A company with expertise in door-to-door express distribution services and specialized in offering time definite solutions with focus on Tier II and III cities.

### 24

Years of industry experience



### 40,000

Pick-up & drop location



### 202

Number of countries where TCI Express has spread its wings



### 5,000

Containerized vehicles fleet



### 51

Air gateways



### 800+

Branch setup of TCI Express across the country



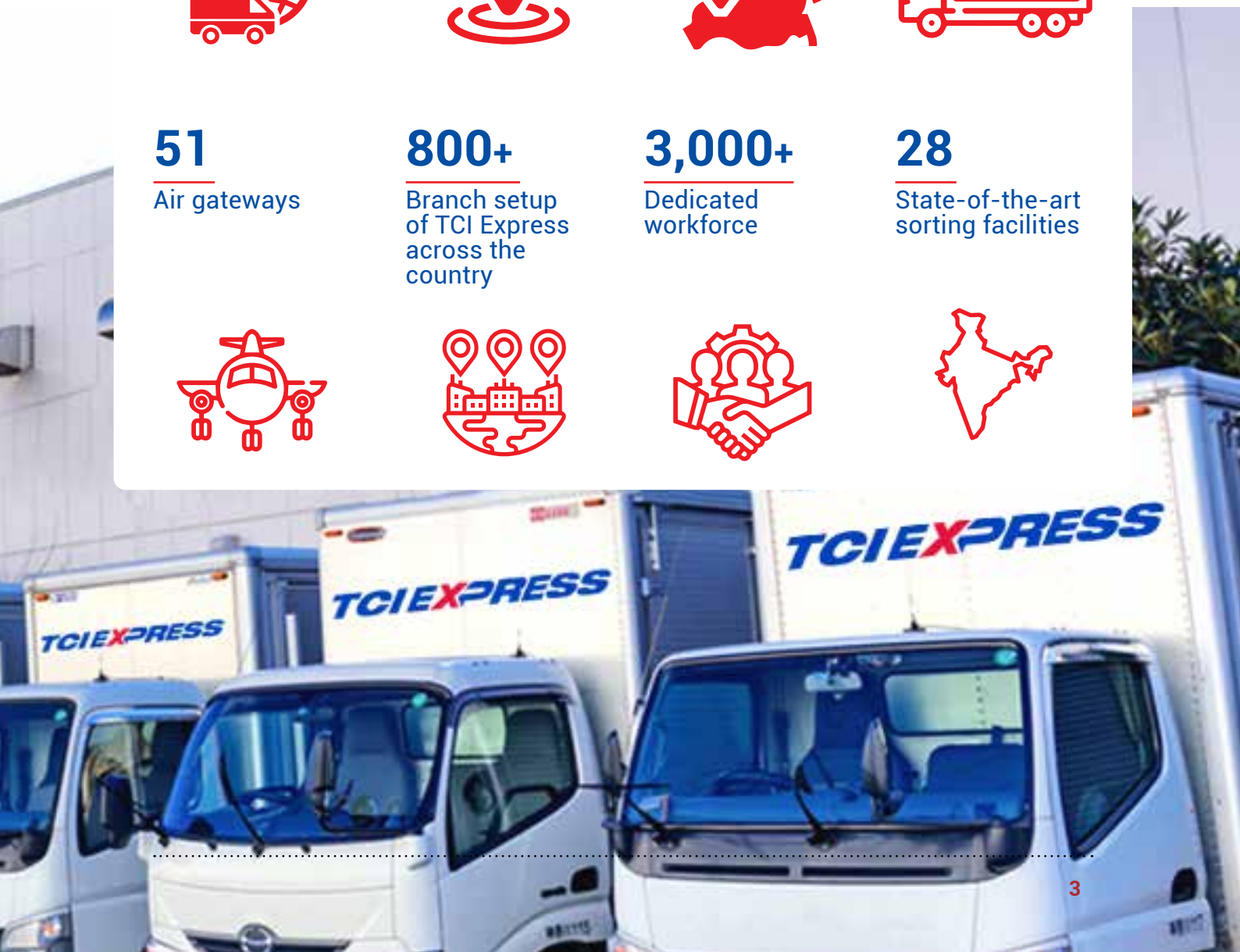
### 3,000+

Dedicated workforce



### 28

State-of-the-art sorting facilities



## TCI Express at a glance

TCI Express is a Leader in Express distribution in India. TCI Express has an unparalleled experience and deep domain expertise that enables to offer its customer customized solutions for express delivery. TCI Express has created a robust Hub and Spoke infrastructure with more than 800+ owned centres PAN India and covering more than 40000 pick up and delivery point for an effective Express Distribution System. TCI Express ensures that every shipment booked at the contact point with the customer located at the first mile to the end of the last leg is delivered, timely and professionally.

TCI Express has strengthened a vast PAN India loyal and satisfied customer base.

TCI Express Limited over the years has emerged as one of the leading Indian B2B, surface logistics and express logistics solution

provider. With a customer focus mindset, TCI Express has pioneered the concept of multi-technology and multi-specialist transport system in the Indian logistics industry. A trusted express logistics solution provider, TCI Express has marked its presence in India and abroad and is known to deliver integrated express supply-chain solutions matching the needs of the clients.

Headquartered at Gurugram (NCR), the Company over the years have successfully expanded its presence across some of the key segments within the express logistic space across different client segments such as B2B and C2C. The Company is today amongst the handful logistics provider who combines such a unified, multimodal presence with the flexibility and expertise to design specific, integrated solutions for each and every customer.

### Vision

TCI Express should be a customer-oriented, multi-technology, multi-specialist transport system in the Indian and International markets, with a proven commitment to excellence in every facet of activity and pursuit of value-based policies to satisfy aspirations of society, customers, vendors, employees, shareholders, and the transport industry.

### Mission

**L**oved by customers in Indian and International Markets

**E**xpress multimodal fastest company

**A**lways ahead of the rest in speed and professionalism

**D**elight our customers every time

**E**xcellence in service using the latest in technology

**R**eliable to all our customers and respected by all our stakeholders



## What defines TCI Express



### We aim to

#### Create a better tomorrow

By supporting in the economic growth of the nation and its people.



### We do this

#### By embracing the technologies of tomorrow

Thereby power opportunities for our stake holders



### We live by

#### Our Values - Trust, Passion, and Quality

How we work is as important as what we do



### We transformed

#### Our DNA and culture

By embracing change as the only constant



### We delivered

#### Steady performance

By keeping our debt free status and by efficiently managing our working capital cycle



### We believed and empowered

#### Our People

Their competence and enthusiasm helped us stand out amongst the crowd and stand tall even in difficult times



### We play the role

#### That benefits everyone

Helps businesses grow, people prosper, and communities thrive

“

We believe to have been able to create a culture of urgency that pushes our people to outperform, every day. Thus, have been able to emerge as India's fastest growing multi-specialty express logistics service company who expertise in providing complex and customized last mile express delivery solutions.

”



## Services we offer

Our success is born out of our strengths in working closely with our customers, collaborating across the industry and tailoring our services to today's needs while anticipating those of tomorrow.

We focus on five highly growing segments within the Express logistics space across different sectors such as automotive, pharmaceutical, textiles, Engineering, IT hardware and electronics. Thereby delivering highly specialized logistic solutions, vital value-added services and complex end-to-end solutions to businesses in India and selected international markets.

## Our infrastructural capabilities

Our extensive network across India and other locations of our presence is driven by the desire to push back boundaries and respond with agility to the most demanding challenges. We have been able to achieve this by building an effective Hub & Spoke distribution model through a well-spread feeder and service route network and backed by our company owned branches.

In our endeavor to explore and invent flexible and smart solutions, the Company has set up a dedicated Customer Service department to ensure a quick and timely response to different customer queries and effective online tracking of cargo movement.

We have built long-lasting cooperation and earn the trust of our partners every day. Yet we have embraced a state-of-the-art fleet tracking system to ensure we deliver on-time every time and build on the trust.

## Technology driving innovation

Innovation is revolutionizing the logistics and supply chains everywhere, transforming both processes and consumer trends. Building on a strong focus continuous technological advancement, TCI Express has been adopting and repurposing cutting-edge technologies such as online tracking, e-docketing and e-invoicing, along with new, more eco-friendly energy solutions, to bring long-term value for customers. We continually invest in the latest technology in order to work smarter, faster and more cost effectively for our customers.

### Barcoding & RFID

Barcoded labeling and scanning of packets for effective tracking

### Hand-Held Terminals (HHT)

For quick onsite booking and delivery in/out scan updating, dynamic routing and misroute alert system

### App-based service offerings

Riding the digital wave, the Company came out app-based services for greater ease of doing business.

### Digital invoicing and collections

E-docketing, e-invoicing, & e-collection

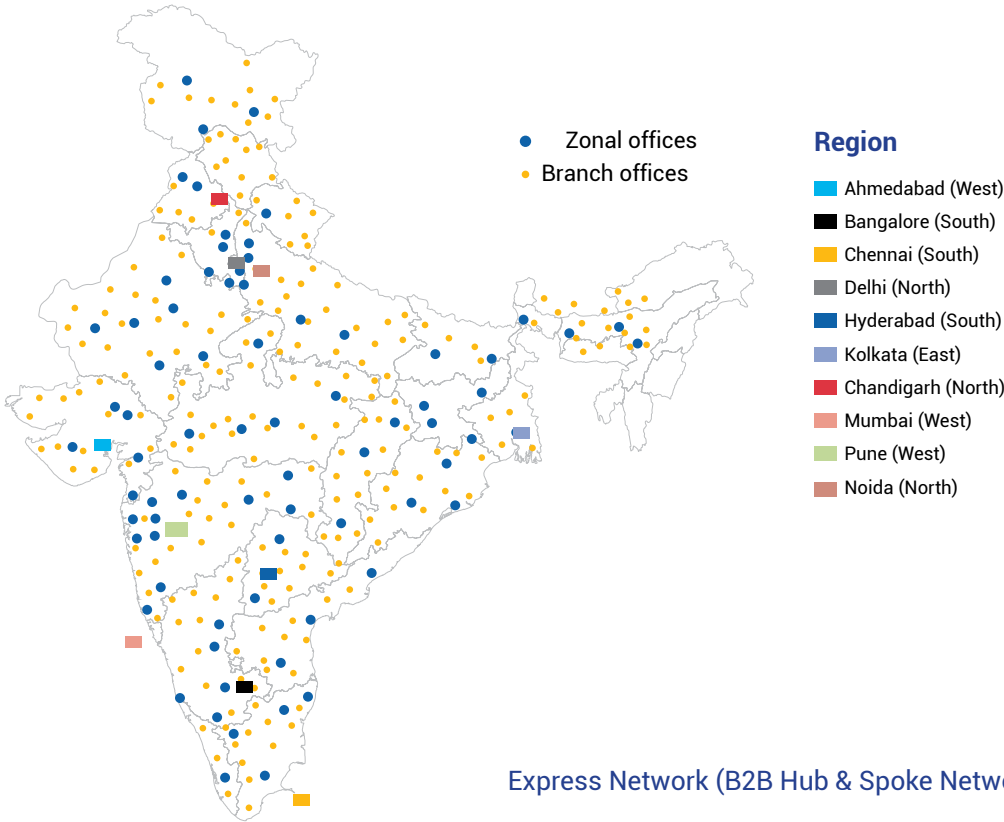
### Fleet tracking systems

GPRS enabled vehicles enable real-time tracking

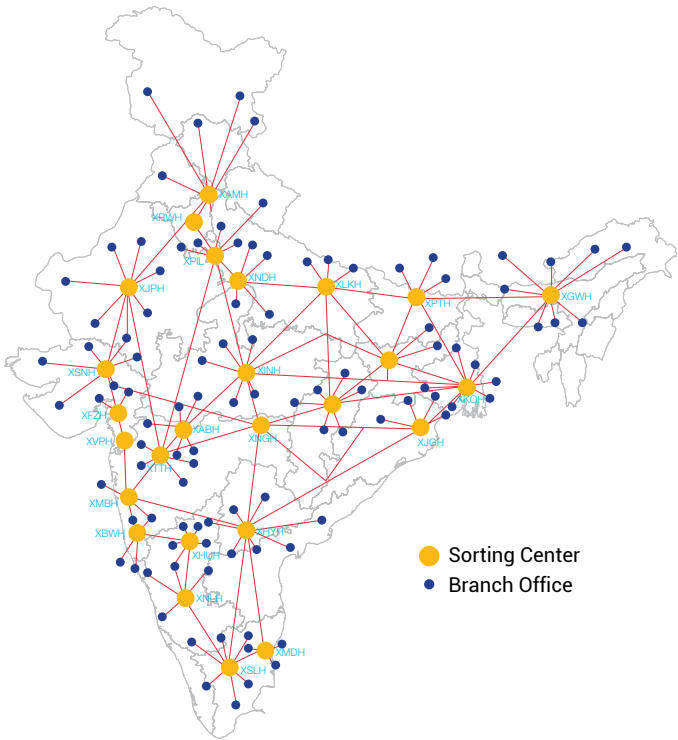
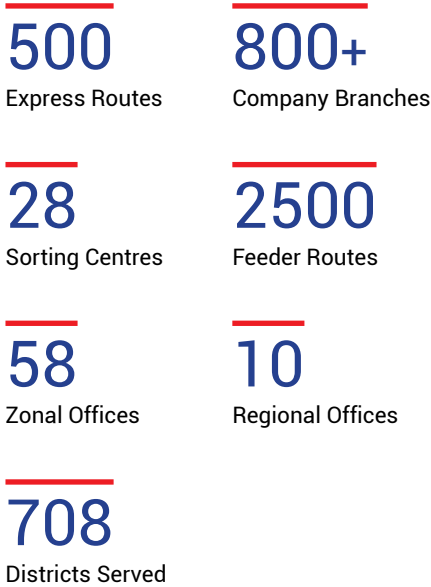


# Domestic footprints

## Organization Setup



Express Network (B2B Hub & Spoke Network)



## The difference we make

*We create a great place to work where people are recognized and rewarded for success. We are known for our unique culture and it is without doubt the basis of our success.*

### Progressive leadership

Our leadership team brings together the industry's most respected, forward-thinking individuals, whose deep experience and fresh perspectives combine to lead one of the fastest-growing and most innovative Express logistics companies in India. Together, they support a culture that is progressive, authentic and fun – while living our values and honouring our purpose every day.

### Diverse customer portfolio

Our customer portfolio comprises both large omni-channel operations as well as shared-users with growing retailer customers. We pride ourselves on being able to operate across the entire value chain and even help start-ups to flourish.

### Invest in our facilities

Enhanced and modernized facilities would enable us to cater to the growing demand from our customers, save on cost, build on our portfolio, achieve diversification within an existing portfolio and attain higher customer satisfaction. We regularly invest in our facilities to ensure they remain relevant to support our

customers against current and future needs, ensuring longevity and sustainability of our business model.

### Create differentiated technology

We differentiated ourselves in the market by investing in and developing sustainable and differentiated technologies for our logistic solutions across the key markets our presence. We have been successful in bringing pioneering logistic solutions taking into consideration the need of our customers. We would continue to invest in market-leading differentiated technologies and build a strong digital presence, thereby our service offerings would be hard to replace or replicate with high entry barriers.

### Invest in our people

As an organisation, we believe that our reputation and our achievements are centred on our people. Our future success is primarily dependent on our ability to recruit, develop, engage and retain exceptional employees. We periodically invest in our people to support their career development, wellbeing and engagement and would continue to do so.





## Awards and recognitions

### LISTED ENTITY



**NSE**



**CRISIL**  
An S&P Global Company



**ICRA**

**Ranked 461 in Top 500 Companies**  
as on March 31, 2021

**RATED BY**

### CERTIFICATES



**Building a high trust &  
Performance culture**



**Business Superbrand  
of 2021**



**The Economic Times  
Iconic Brands of India**

### AWARD



“

As we look further into FY2022 and beyond, we remain optimistic towards the growth potential of the country as it emerges as a strong manufacturing hub in Asia.



## Chairman's message

Dear Shareholders,

Fiscal Year 2021 was a year of challenges due to the outbreak of covid-19 pandemic, a once in a century event that posed great risk to human health and economic activities worldwide. The Indian economy which was already reeling under weak economic activities and subdued growth due to slowdown in demand, investments and trade activities come to a full halt at the beginning of fiscal year FY2021 due to nationwide lockdown.

The pandemic impacted all the 3 sectors of the economy viz. agriculture, manufacturing and services; and the Indian economy saw contraction in GDP due to covid-19 related lockdowns and business disruptions.

The impact of Covid-19 on the Indian economy is still unravelling and the pace of recovery will depend upon nation's ability to control the spread of pandemic and its subsequent waves. This downside risks to country's growth still persists but government support through fiscal and monetary policies and investments from private sector will play key role in a sustainable

growth going forward. Despite all the challenges, the fundamentals of the economy remain strong and after the first quarter, we saw sequential recovery building up due to improvement in manufacturing sector, healthy rural demand and businesses moving to digital medium.

The logistics industry, which comes under the purview of services sector played a crucial role in economic recovery as a rejuvenated inter and intra-state movement along with spurt in industrial and commercial activity heralded us towards normalcy. The nationwide adoption of Goods and Services tax has further helped in streamlining and improving the supply chain. Revision of axle load norms for heavy vehicles, focus on automation and digitization through RFID tagging and FASTag system is contributing greatly in improving the efficiency of the logistics industry.

Growth of the industry, which will ultimately fuel growth of economy will be supported by multi-faceted assistance in terms of infrastructure



development, demand revival and policy backing. The development of roads, dedicated freight corridors and modernization of public infrastructure not only improves connectivity but incentivizes private investment in development of warehousing, cold chain facilities, container freight stations and inland container depots, enabling industry to grow considerably.

The National Logistics Policy which aims to provide seamless movement of goods in the country has been finalized at the start of 2021 is expected to get a cabinet approval and rolled out in the current fiscal year. It is expected to create a single point reference for all logistics and trade facilitation matters, enhance efficiency through adoption of digitization and technology and encourage adoption of green logistics in the country.

Apart from it the Multi-Modal logistics park aims to improve the logistics sector by lowering overall freight cost, reducing vehicular pollution and cutting warehousing costs. The Production Linked Incentive scheme, Remission of duties and taxes on exported products and strong emphasis on promoting the use of digital initiatives will have had a substantial impact on the growth of logistics sector.

For TCI Express, the fiscal year FY2021 was one of the toughest business environment in recent history and despite one quarter completely affected due to pandemic, we have been able to weather off the economic challenges and perform better than industry because of our resilient business model and the trust and faith shown by our customers in these trying times. In such circumstances, I am pleased to report that in FY2021 we reported Revenue from Operations of Rs. 844 Crores and highest ever Net Profit of Rs. 101 Crores, Cash flow from operations for the year was Rs. 119 Crores.

Our employees and vendors demonstrated a remarkable level of responsibility and responsiveness, helping scale up operations quickly. Our customers reposed their faith in us and TCI Express' importance as a strong supply chain was once again re-established. Protecting

everyone's health and safety always remained a top priority for the company, at every moment.

We have continued our focus on providing integrated logistics solutions by investing in technology platform to expand our network and remain ahead of our peers, even in these difficult times. In the past year, the company has continued to maintain its focus on automation in its sorting centers as well as building paperless operations and vendor management system to improve efficiency and reduce time. Our highly anticipated Pune Sorting center is now operational, and we have planned to implement number of automation solutions which will be incorporated in other upcoming sorting centers to strengthen our warehousing system. These new sorting centers will give us an advantage to increase service reliability operational efficiency, higher utilization and shorter turnaround time.

We are continuously innovating to cater the growing needs of supply chain through our agile, asset light business model to offer value added services to our customers. Our teams catering to clients are backed by extensive network of company branches and superior product offering, and this has in turn has provided us with distinguished competitive advantage and is accelerating our sustainable growth. Our 800+ branches and 28 sorting centers has given us a strong presence across the country and we are committed to expanding our reach over time.

As we look further into FY2022 and beyond, we remain optimistic towards the growth potential of the country as it emerges as a strong manufacturing hub in Asia. Supply chain will remain a key factor in achieving this goal and domestic logistics industry will be an integral part of it. TCI Express, will be supporting this growth story and will strengthen its leadership position through its unique value proposition, asset light business model, and growing clientele base which will create long- term value for all stakeholders.

Warm regards

**D. P. Agarwal**

**Chairman, TCI Express Limited**

**FY 2021 ended with highest ever PAT of Rs. 101 Crore, a growth of 12.9% YoY with margins of 11.8%. Looking ahead to derive the benefits of various cost measures in the years and will continue to deliver enhanced profitability.**

## Managing director's message



Dear Shareholders,

FY2021 was a difficult year for everyone. The outbreak of the COVID-19 pandemic impacted every corner of the world and it was a period of significant upheaval which threatened the health and livelihoods of millions. We, the entire team of TCI Express, are grateful to the frontline healthcare workers for their selfless service to society during these difficult times. I hope and wish that each one of you and your family is safe and well.

Due to COVID-19 pandemic, Indian government had to impose nationwide lockdown to curb the spread. For the first time in decades, businesses and factories were closed temporarily and movement of people were restricted. However, development of vaccine and a well-coordinated government response creates optimism about future-outlook, though, we need to remain cautious as recovery from the downturn will still take some time.

Despite the challenges which we faced, TCI Express has emerged out stronger and more resilient from the pandemic. In FY2021, Revenue from operations stood at Rs. 844 Crores and I would like to highlight that the first quarter was impacted due to nationwide

lockdowns post which the company saw strong sequential growth and we surpassed pre-Covid levels in fourth quarter on a year on year basis.

To minimize the adverse impact on business, we implemented various cost rationalization measures and digitalization initiatives which resulted in higher operational efficiency. These measures and our ability to maintain high-capacity utilization helped in delivering highest ever EBITDA of Rs. 142 Crore which was up by 13.0% YoY and margins were 16.7%. We also ended the year with highest ever PAT of Rs. 101 Crore, a growth of 12.9% YoY with margins of 11.8%. We believe we will be able to derive the benefits of various cost measures in the years ahead and will continue to deliver enhanced profitability.

On the back of strong financial performance during the year, the Company distributed a total dividend of Rs. 4 per share which translates into 200% returns on face value of per share.

Our improved cash flow position has also helped us in maintaining a strong balance sheet. We have been able to remain virtually debt free for this year as well and as a



result we have maintained optimum capital structure which generates higher returns for shareholders. Our net cash flows from operating activities was Rs. 119 Crores in FY2021 as against Rs. 82 Crores in FY2020.

Our strong capital structure support our strategic investments and we maintained our commitment towards capex plans with focus on introduction of better technologies and automation. During the year, we have opened 25 new branches in key geographies for increased penetration and reach. We have also incurred a capex of Rs. 55 Crores towards our new sorting centers in Pune and Gurgaon.

We made significant progress in FY2021 in completing the Pune sorting centre, which recently became operational in June 2021 and our next focus is on integration of automation and technological upgradation. The 1.5 lakh sq.ft. sorting center is of strategic importance to the company as it will enable us to increase our footprint and strengthen our services in western India. The Gurgaon sorting center, a 2 lakh sq.ft. facility, is also near completion and under supervision of the senior management, the Company is planning to automate Gurgaon center on priority due to location proximity. This will also ensure implementing best global practices and utilizing the learnings for Pune sorting center automation.

At TCI Express, we are constantly focused on being ahead of the curve by monitoring and identifying the needs of the customers. In line with this objective, we have launched two new value-added services for our customers, one is the 'Cold Chain Express' which will cater to the growing demand of the pharmaceutical industry. The segment has strong growth opportunities as the cold storage space in India is highly unorganized and geographic distribution is very uneven. Second is our 'C2C Express' (Customer to Customer) offering in which we are India's first company to launch customer to customer express service with multilocation pick-up and delivery. Our two state-of-the-art sorting centres and these new business offerings will put us in forefront to serve our customers.

All of our success can be attributed to the commitment of our people, whose dedication helped us to overcome many challenges in

the past year. We appreciate their effort and support and as an expression of our gratitude, we have ensured that no salary deductions were made, Diwali bonuses were paid on time and now annual appraisal has also been disbursed to all employees. Amidst this pandemic, our top priority has been their safety and wellbeing and we have strictly followed the health and safety guidelines provided by the government and have promoted work from home, digital modes of communication, implemented sanitization and social distancing norms at all workplaces.

Our trust in the workforce and investment in their skill development have yielded exceptional results for us time and again and this has been validated by the fact that we have been recognized as 'Great Place to Work', second year in a row.

At TCI Express, we are determined to do more than just being vocal for our commitment to all stakeholders. We have launched ESG Profile of TCI Express on our website to transparently disclose ESG related information which will keep all stakeholders fully informed, at all times. We are continuously striving for new ways to support strong governance structure, focus on creating an inclusive workplace culture and implementing environment friendly solutions in the places where we work and live.

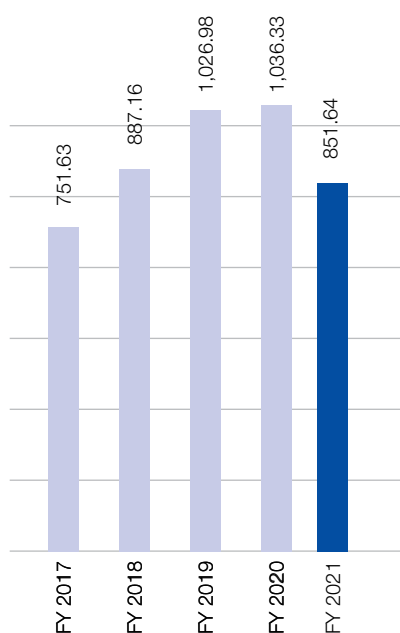
Looking ahead, logistics sector in India looks stable in FY2022 as recovery in economy is building demand and new initiatives such as dedicated freight corridors and organized warehousing system will fuel growth, this, in all terms will create more promising opportunities for TCI Express.

In closing, I would like to state that it was pleasing to see the progress made by our team and appreciate the support of all our shareholders, business partners, employees and other stakeholders. We truly believe our new and existing offerings in our asset light business model will help us to reach new heights. We are excited about the opportunities that lies ahead of us and remain fully committed in creating value for all stakeholders.

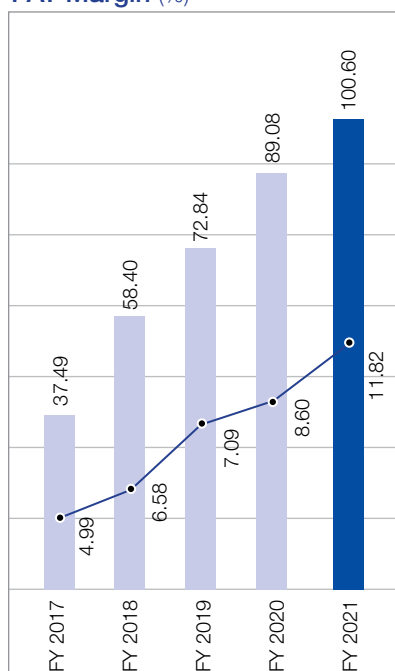
**Chander Agarwal**  
**Managing Director**

# Financial performance

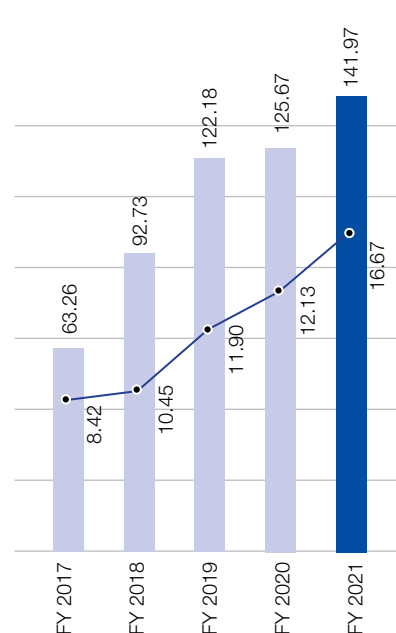
**Revenue**  
(in ₹ Crores)



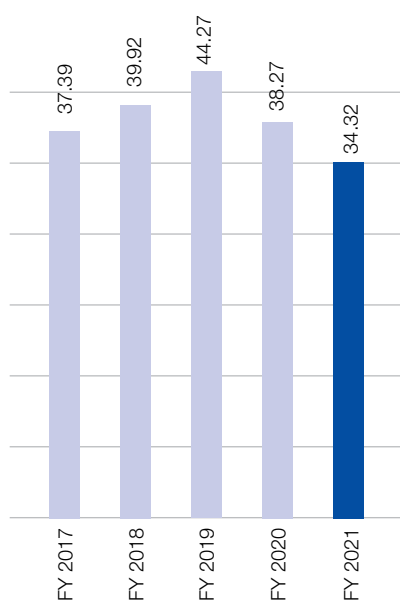
**PAT (in ₹ Crores)**  
**PAT Margin (%)**



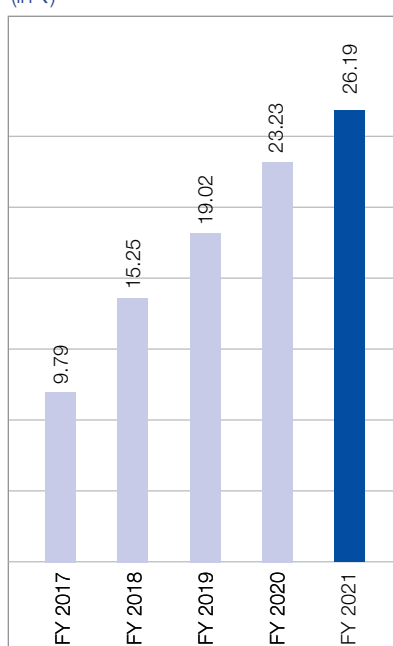
**EBITDA (in ₹ Crores)**  
**EBITDA Margin (%)**



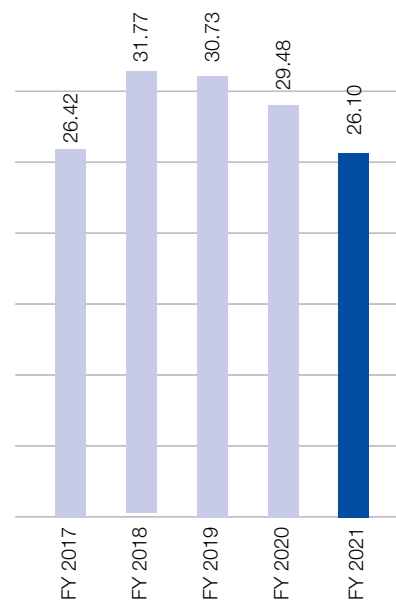
**Return on Capital Employed**  
(in %)



**Earnings per Share**  
(in ₹)



**Return on Equity**  
(in %)



## Key financials

(₹ in Crs. Except as stated)

PARTICULARS	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16 *
Total Income	851.64	1,036.33	1,026.98	887.16	751.63	663.19
Operating Margin (%)	32.85	28.86	26.41	24.93	23.15	23.69
EBIDTA	141.97	125.67	122.18	92.73	63.26	54.56
Finance Cost	0.78	0.90	3.78	3.76	2.44	5.25
Depreciation & Amortisation	8.97	7.79	6.53	5.21	4.31	5.79
Profit Before Tax & Exceptional Items	132.22	116.98	111.87	83.76	56.51	43.53
Taxes	31.62	27.90	39.03	25.37	19.02	15.06
Net Profit	100.60	89.08	72.84	58.40	37.49	28.46
Cash Profit	109.57	96.87	79.37	64.56	40.68	34.25
Dividend Per Share	2.00	4.60	3.00	2.50	0.80	0.00
Earning Per Share	26.19	23.23	19.02	15.25	9.79	0.00
Gross Block Assets	293.29	225.89	199.27	181.44	124.22	88.42
Net Block Assets	256.13	195.53	174.43	162.01	105.00	71.53
Receivables (Net)	169.46	165.77	163.14	154.38	113.09	105.39
Equity Share Capital (FV Rs 2 per share)	7.69	7.67	7.66	7.66	7.66	7.61
Net Worth	433.87	337.27	267.19	206.81	160.77	122.98
Total Debts	1.02	2.84	8.68	39.82	31.03	40.33
Capital Employed	440.37	343.43	275.49	212.77	164.64	125.91
Avg. Capital Employed	391.90	309.21	244.13	188.70	145.28	120.82
<b>Return on Equity</b>	<b>26.10%</b>	<b>29.48%</b>	<b>30.73%</b>	<b>31.77%</b>	<b>26.42%</b>	<b>23.88%</b>
<b>Return on Capital Employed</b>	<b>34.32%</b>	<b>38.27%</b>	<b>44.27%</b>	<b>39.92%</b>	<b>37.39%</b>	<b>40.76%</b>
Current Ratio (times)	2.64	2.52	1.86	1.35	1.59	1.69
Receivable (days)	41	43	49	54	47	49
Payable (days)	33	33	33	28	19	17
Net Working Capital Cycle (days)	7	10	16	26	28	33
Cash Conversion Ratio	83.70%	64.50%	63.50%	79.70%	82.70%	0.00
Book Value Per Share (₹)	112.89	88.09	69.78	54.01	41.99	0.00

(\*) The figures belong to the erstwhile TCI XPS division of Transport Corporation of India Limited.



## Board of Directors



**Mr. D.P. Agarwal**  
Chairman and Director



**Mr. Ashok Kumar Ladha**  
Director



**Mr. Murali Krishna Chevuturi**  
Director



**Mrs. Taruna Singhi**  
Director



**Mr. Phool Chand Sharma**  
Director



**Mr. Vineet Agarwal**  
Director



**Mr. Prashant Jain**  
Director



**Mr. Chander Agarwal**  
Managing Director

## Corporate information

### Board of Directors

Mr. D.P. Agarwal, Chairman  
 Mr. Ashok Kumar Ladha, Independent Director  
 Mr. Murali Krishna Chevuturi, Independent Director  
 Mrs. Taruna Singhi, Independent Director  
 Mr. Phool Chand Sharma, Non-Executive Director  
 Mr. Vineet Agarwal, Non-Executive Director  
 Mr. Prashant Jain, Independent Director  
 Mr. Chander Agarwal, Managing Director

### Other Information

Mr. Mukti Lal, Chief Financial Officer  
 Ms. Priyanka, Company Secretary & Compliance Officer

### Statutory Auditors

M/s. R.S Agarwala & Co.  
 Chartered Accountants

### Principal Bankers

State Bank of India  
 HDFC Bank

### Registered & Corporate Office

Registered Office  
 Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor,  
 Ashoka Bhoopal Chambers, S.P Road,  
 Secunderabad-500003, Telangana  
 Tel: +91-40-27840104  
 Email: [info@tciexpress.in](mailto:info@tciexpress.in)  
 Website: [www.tciexpress.in](http://www.tciexpress.in)  
 Toll free: 1800 2000 977  
 CIN: L62200TG2008PLC061781

### Corporate Office

TCI House, 69 Institutional Area, Sector-32,  
 Gurugram-122001 (Haryana)  
 Tel: +91-124-2384090-94  
 Email: [info@tciexpress.in](mailto:info@tciexpress.in)

### Registrar & Share Transfer Agent

M/s. KFin Technologies Private Limited  
 (Formerly known as "Karvy Fintech Private Limited")  
 Selenium Building, Tower-B, Plot No-31 & 32,  
 Financial District, Nanakramguda, Serilingampally,  
 Hyderabad, Rangareddi, Telangana, India, 500032  
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## Management discussion and analysis

### Indian economy review

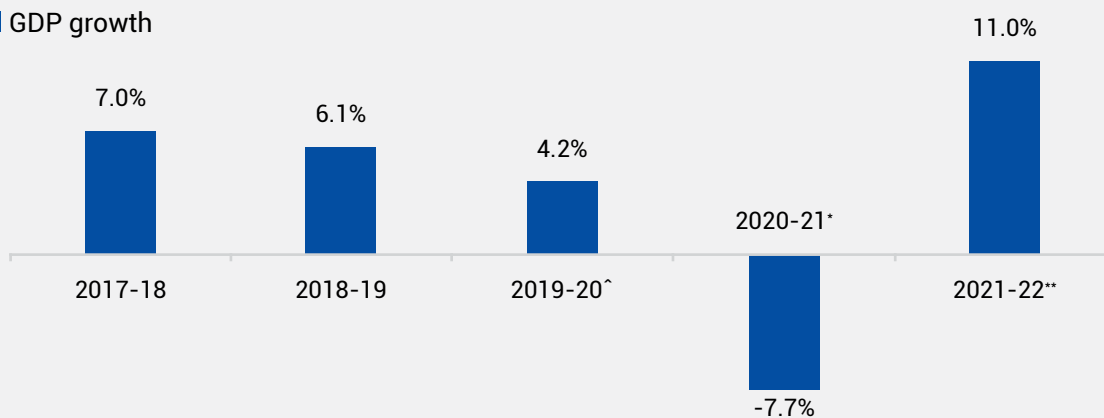
After recording the deepest GDP contraction among G20 economies in the second quarter of 2020, the Indian economy showed great resilience by growing positively in the last two quarters of FY21. The year 2020 saw unprecedented disruptions to lives and livelihood all across the world and India was no exception. India also emerged as the second most resilient economy after Germany in 2021 exhibiting a strong "economic resurgence" to the global economic turmoil caused by the COVID-19 pandemic.

As the nation continued its fight against the novel virus and waded through the pandemic-induced challenges, the economy and the constituent industries had their fair share of learnings along the way. The impact of the pandemic and lockdown was disproportionately felt across industries. While industries such as hospitality and manufacturing were impacted immediately, the impact on the financial sector was felt with a lag, as is evident from the quarterly GDP numbers.

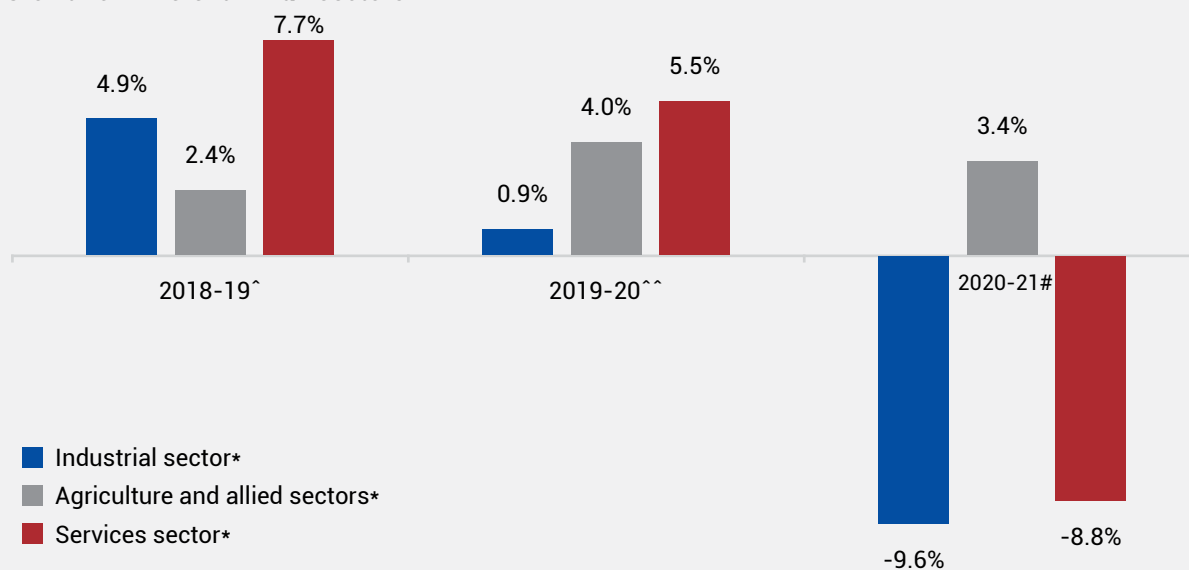


**India's GDP growth (at constant prices)**

■ GDP growth



(Source: <https://www.thehindu.com/business/Economy/indias-real-gdp-estimated-to-contract-by-77-in-2020-21/article33521311.ece>) [Note: <sup>\*</sup>Provisional estimates, <sup>\*</sup>1st Advance Estimate, <sup>\*\*</sup>Projected]

**Growth of different Indian sectors**


(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=1693232>)

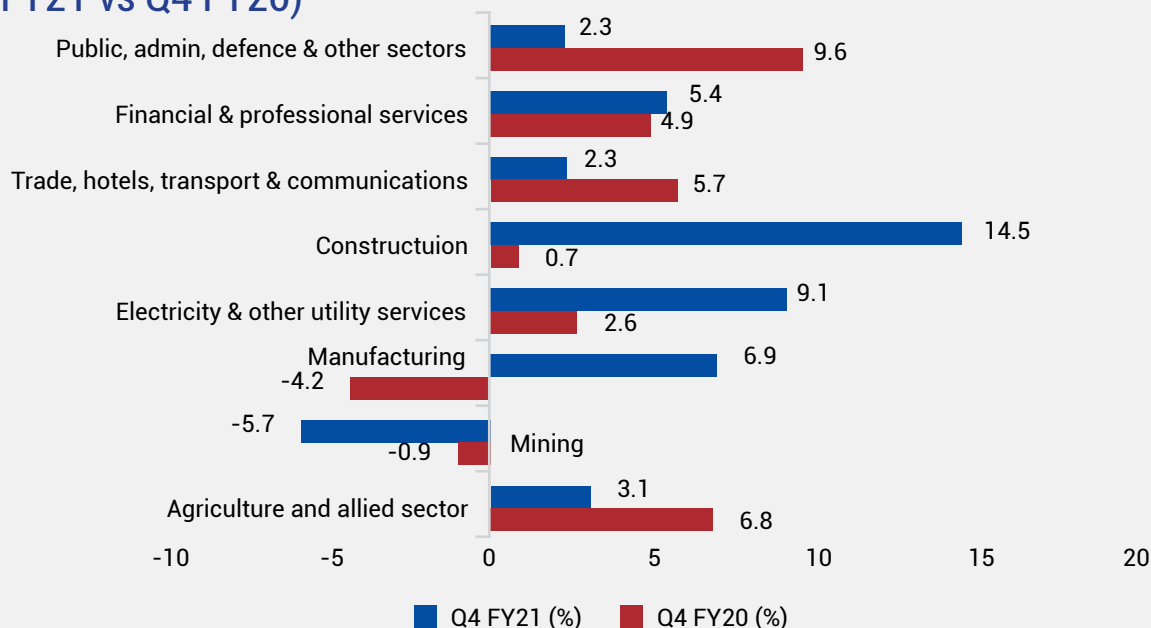
[Note: <sup>\*</sup>Growth rate of GVA at basic prices in % | <sup>^</sup>1st Advance Estimate | <sup>^^</sup>Provisional estimate | <sup>#</sup>Projected]

However, with the phased unlocking of the economic activities, easing of movement restrictions, pent-up and festive demand, and the revival of several infrastructure projects led to the slow recovery of the economy in the latter half of FY21. As anticipated, while the lockdown resulted in a 23.9% contraction in GDP in Q1, the recovery

has been a V-shaped one as seen in the 7.5% decline in Q2 and then a steady recovery across all key economic indicators in the second half of FY21. According to the government's Economic Survey 2020-21, India's GDP is expected to shrink by 7.7% in FY21. A robust sequential growth of 23.9% is expected in H2, FY21 over H1, FY21.



## Quarterly estimates of GVA at basic prices for Jan to March quarter (Q4 FY21 vs Q4 FY20)



(Source: [https://www.business-standard.com/article/economy-policy/demand-pushes-up-construction-and-manufacturing-sectors-in-q4fy21-experts-121053101385\\_1.html](https://www.business-standard.com/article/economy-policy/demand-pushes-up-construction-and-manufacturing-sectors-in-q4fy21-experts-121053101385_1.html))

Some of the unique trends witnessed by economy during the pandemic ridden year was manufacturing sector's resilience, rural demand cushioning overall economic activity and structural consumption shifts in booming digital transactions. Agricultural sector emerged as a big saviour for the economy during the year and helped cushion the shock of the COVID-19 pandemic on the Indian economy in FY21 with a growth of 3.4%. A series of progressive reforms undertaken by the government have contributed towards nourishing the nation's vibrant manufacturing and agricultural sector, which emerged as a silver lining to India's growth story of FY21.

However, with the economic activity gaining momentum with the start of the phased unlocking of economic activities and rollout of coronavirus vaccines, the Indian economy is showing decisive signs of a 'V-shaped' recovery in 2021 with the return of consumer confidence, robust financial markets, and an uptick in manufacturing and exports activities. According to some of the globally renowned forecasting agencies, the Indian economy is expected to clock a growth rate of 10.2% for the calendar

year 2021, thanks to the receding COVID-19 risks with rising vaccination rate and favourable monetary policy from the government.

### Rising FDI investment in India

Despite the havoc created by the Covid-19 induced pandemic, the Indian economy recorded a total foreign direct investment (FDI) of \$81.72 billion in FY21 – the highest ever and 10% more than what was received in the previous year. This showcased the confidence of foreign investors on the Indian economy and its ability to make a strong recovery. The boost in FDI inflow in the year ending on March 2021 comes in the backdrop of a series of policy steps taken to improve ease of doing business and to attract investments into domestic manufacturing capacity and an ambitious infrastructure project pipeline.

### Growing importance of India's Micro, Small and Medium Enterprises (MSME) sector

The Indian MSME sector has emerged as a highly vibrant and dynamic sector of the Indian economy over the last five decades and has also contributed significantly in India's recovery post

the pandemic. Over the years, the Indian MSME sector contributed significantly in the economic and social development of the nation by fostering entrepreneurship and generating large employment opportunities at comparatively lower capital cost.

With nearly 6.3 crore MSMEs, the Indian MSMEs sector contributed about 29% towards the GDP through its national and international trade. The number of registered MSMEs in India grew 18.5% Y-o-Y to reach 25.13 lakh (2.5 million) units in 2020 from 21.21 lakh (2.1 million) units in 2019. However, 2020 witnessed the Indian MSME sector also struggling as owing to the lockdown the sector wasn't able to earn enough, resulting into them being unable to pay back their creditors. With the Indian MSME sector on the path of recovery from the devastating impact of the first wave, the World Bank also extended its hand of support by approving a \$500 million financial aid program to support India's nationwide initiative to revitalize the MSME sector. The program targets improvements in the performance of 555,000 MSMEs and is expected to mobilise financing of \$15.5 billion, as part of the government's \$3.4 billion MSME Competitiveness - A Post-COVID Resilience and Recovery Programme (MCRRP).

In light of such a difficult situation, the government of India came up with different policy measures such as liquidity support, easier compliance norms and tax relief on online transactions to help the Indian MSME sector survive the challenge. Some of the key budget initiatives taken by the government to boost the Indian MSME sector are mentioned below.

### **FY22 Budget allocation for the MSME sector**

- Collateral-free loans: A four-year loan with payments starting after 12 months was made available to MSMEs with a turnover of up to ₹ 100 crore and an outstanding loan of up to ₹ 25 crore. The borrowing limit was 20% of their total outstanding credit. The government allocated ₹ 3 lakh crore for this scheme. As of December, loans worth ₹ 2,05,563 crore had been disbursed to 81 lakh accounts.
- Partial credit guarantee: A further ₹ 20,000 crore was set aside to allow banks to lend to MSMEs that were unable to repay existing loans. Should the MSME fail to repay the loan, the government would stand guarantee for a portion of it. This scheme is expected to benefit more than 2 lakh MSMEs.
- Fund of funds: Another initiative from the government is the creation of a ₹ 50,000 crore fund to help struggling MSMEs with the potential to grow. The government intends to contribute ₹ 10,000 crore to the fund and the rest is expected to be sourced from the nation's key financial institutions such as the State Bank of India and Life Insurance Corporation.
- Production linked incentive (PLI) scheme: The government in its budget announced an outlay of ₹ 1.97 lakh crore for the Production-Linked Incentive (PLI) scheme for 13 identified sectors. The scheme, which was introduced with an aim to boost domestic manufacturing under the government's Atmanirbhar Bharat initiative, is expected to result in a minimum production worth more than \$500 billion in five years.
- PLI scheme allocation to MSME sector: The proposed PLI scheme will be implemented in the financial limit of ₹ 12,195 crore over five years, of which ₹ 1,000 crore will be allocated to the MSME category. A dedicated production-linked incentive (PLI) scheme for the MSME sector would help in enhancing the capacity of the MSME players and is likely to create anchor units in every sector that will need a new supplier base across the entire value chain.
- Budget Allocation for FY 2021-22 for the MSME more than doubled to ₹ 15,700 crore vis-à-vis ₹ 7,572 crore in 2020-21
- 10000 crore corpus for provision of guarantee for borrowings - a huge relief to the sector
- Provisions for earlier announced Atma Nirbhar schemes (viz. Credit Guarantee Scheme for Subordinate Debt to MSMEs and Fund of Funds) to provide much needed financial succour and accessibility

## Outlook

As India continues to grapple with the pandemic stepping into the new year brings in new ray of hope for the economy and its people. With the rollout of Covid-19 vaccine, India may have turned toward the road to recovery but still in need of an encompassing plan to return on the growth track. Lower infection and fatality rates, and the possibility of widespread vaccine deployment are expected to improve consumer and business confidence. Further impetus to the economy

is being provided by the pent-up demand for more elastic discretionary goods. This is likely to be driven by the top 10 income percentile of the population that could not spend because of mobility restrictions and may spur private investment that has been contracting for five consecutive quarters now. According to the International Monetary Fund, the Indian economy is expected to stage a rebound in FY22 and is likely to grow at 11.5%.



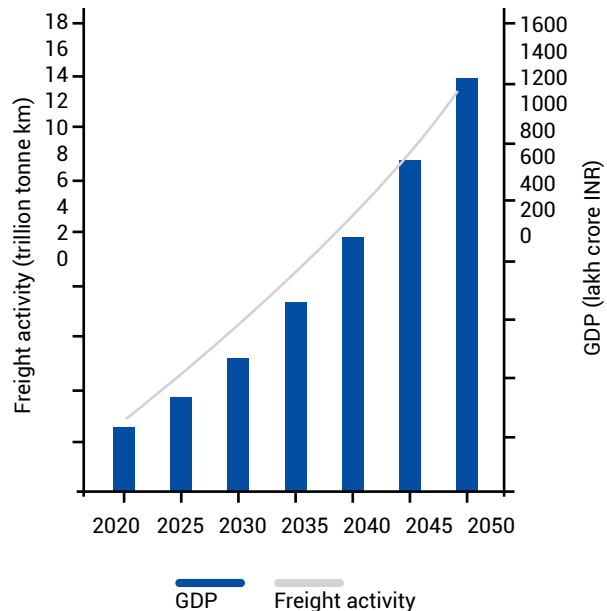


## Indian logistics industry overview

Reducing data cost, easy access to cutting-edge technology, rising demand for consumer goods, growing manufacturing activities and India emerging as the business hub for many global players have propelled the Indian logistics sector to become one of the fastest-growing sectors of India. The success of the Indian logistics industry can be showcased by the fact that the Indian logistics industry moved up from the rank of 54th in the global Logistics Performance Index in 2014 to 42nd in 2020.

The logistics industry in India, considered to be the lifeline of the country, holds unprecedented importance as it connects various markets, suppliers and customers dotted across the country, and has now been firmly embedded as an integral part of the national GDP value chain. Backbone of the Indian economy, the Indian logistics industry has grown by more than 10% over the last few years and today employs more than 22 million people and comprises over 10,000 types of products. Currently valued at around \$250 billion, the highly fragmented Indian logistics industry is likely to grow at a CAGR of 10.5% between 2019 and 2025. The growth of the industry is likely to be driven by strong growth supported by government reforms, transportation sector development plans, rising population and focus on the part of government to help India emerge as the world's next manufacturing hub and the new global nerve centre of multinational supply chains as part of its 'Atmanirbhar Bharat Abhiyan'. The government also adopted 'Make in India' as a core policy initiative to encourage and accelerate growth of the country's manufacturing sector.

Further impetus to the industry is likely to be provided by the manufacturing industry. Manufacturing industry in India holds the potential to contribute up to 25%–30% of the GDP by 2025 which will drive the growth of the warehousing segment in India and in turn the growth of the logistics sector. Growth in the nation's manufacturing sector, would be a big boost for the Indian logistics sector as it would need specialized logistics supply chain to transport the goods, and it would like to create more jobs thereby propelling the consumer



(Source: Fast Tracking Freight in India – NITI Aayog, Report, June 2021)

demand. As the demand for goods continues to grow, goods movement is expected to increase substantially over the next few years. This activity will spur growth across freight modes, but especially in road-freight transport. This will lead to over three trillion kilometres travelled on Indian roads by freight vehicles in 2050. Freight traffic on airports in India has the potential to reach 17 million tons by FY 2040. All these factors are likely to drive the growth of the sector.

### Impact of the Covid-19 and the lockdown on the Indian logistics sector

The immediate impact of the pandemic on the Indian logistic sector has been a sharp fall in freight availability due to restrictions on the production of non-essential goods, and shortage of fleet for movement of goods owing to the dearth of drivers and a consequent spike in truck rentals and air freight prices. According to the Indian Chamber of Commerce (ICC), the lockdown logistics sector has lost about ₹ 50,000 crore which has also disrupted the business cycles and supply chains. During

this lockdown period more than 9% of the shipments were stuck at different ports, 21% of the orders were delayed and the delivery percentage has seen a clear decline of 19%, forcing the logistics sector to face the brunt of the crisis. Also, logistics has a strong role as it is the key economic indicators including

GDP and Unemployment. When the lockdown is lifted gradually and muted the recovery in industrial activity, the logistic sector, including warehousing, is likely to witness sharp demand contraction in the near-term.

## How the Indian logistics industry is likely to help in the revival of the economy?

The logistics sector has been on the frontline since the beginning of the unprecedented crisis, ensuring supply of essential goods remain intact. From the early days of the lockdown, most if not all logistics companies and facilities have remained operational and after some initial hiccups, road transportation started operating as normal.

While during the lockdown period there was a sharp fall in freight availability due to restrictions on production of non-essential goods, at the same time logistics services were crucial for the distribution of many essential items. Warehousing demand shot up for products where manufacturers were unable to take delivery of raw materials in the pipeline. Most of the logistics industry functioned with energy and readiness to the challenges of Covid, balancing the peaks and drops in demand while protecting its staff and customers.

Rapid and technological advancements in digital technologies, changing consumer preferences, government reforms, and shift in service sourcing strategies are expected to lead the transformation of the Indian logistics ecosystem. In the new normal, technology has proven its utility and adaptability to every industry including the logistics.

During the COVID-19 pandemic and the subsequent nationwide lockdown, the logistics sector played a frontline role in maintaining the intactness and continued functioning of domestic supply chains. This ensured an uninterrupted flow of essential goods and services across the geographical expanse of the country without disruptions. Many logistics

companies catered to this demand whilst adhering to safety protocols with the help OTP-based contactless delivery of items and by bringing change to their business strategy. Leveraging state-of-the-art technology, Indian logistics players focused on increasing the efficiency of services and optimizing cost while ensuring timely delivery of essential goods and medical goods.

Another strategy adopted by the logistics company's is to help the MSMEs and align with the Government's self-reliant movement. For small-sellers who wanted to take their business online and increase their customer base, logistics companies emerged as the one-stop solution provider for them. With automated warehousing and packaging services, they ensured that there are minimal weight discrepancy and seamless post-order experience for the customers.

Further, the logistics sector has emerged as the top employment-generating sectors in India in the aftermath of the coronavirus disease. Logistics companies re-designed their strategic plan to prove their resilience and dynamism by helping the exporters and SMSEs to showcase their products overseas. With this change, the logistics industry helped the MSMEs to revive production in full swing with quicker and timely delivery. The logistics industry and its players regularly assessed the supply chain risks and proactively developed mitigation plans such as exploring alternate channels of transportation or combination of small trucks, three-wheelers, two-wheelers etc. for last-mile delivery of essential goods and medical products.

## Government initiatives to support the Indian logistics industry

The Indian logistics industry has been gaining traction in the last few years and plays a very important role in facilitating trade and thereby propelling the growth of the Indian economy. Several factors such as improving infrastructure nationwide, opportunities in emerging markets and channel alliances, urbanization, faster adoption of newer technologies and digitalization, increased consumer preference for the reduced delivery time, and deployment of innovative techniques for a fast delivery of products are all playing the role of a catalyst in fueling the growth of the logistics

### Key policy support from the Government

<b>Make in India</b> <p>Make in India is a government initiative to promote domestic manufacturing of products and infrastructure by providing dedicated investments. The initiative aims to reduce India's reliance on other nations for manufacturing capabilities of goods and associated infrastructure.</p> <p><b>Impact:</b> With increased manufacturing activity the demand for freight movement and supply chain solutions would increase.</p>	<b>Digital India</b> <p>Digital India is a flagship programme with a vision to transform India into a digitally empowered society and knowledge economy. The vision of the programme will support the digitisation of the supply chain that can improve logistics efficiency.</p> <p><b>Impact:</b> With the digital push, the efficiency of the logistics industry likely to improve through less empty running of fleets and reduction in wait times.</p>	<b>Logistics Efficiency Enhancement Program (LEEP)</b> <p>LEEP is designed to improve freight transportation efficiency by improving associated cost, transportation time, and logistical practices like goods transferring and tracking through infrastructure, technology, and process interventions.</p> <p><b>Impact:</b> Logistics costs are likely to improve in proportion of the total value of goods</p>
<b>National Logistics Policy</b> <p>The goal of the National Logistics Policy (still in draft stage) is to enhance the economic growth of India by making the logistics sector more efficient, seamless, and integrated. It also aims to drive down logistics costs as a share of GDP.</p> <p><b>Impact:</b> Expected to create a single window e-logistics market and focus on generation of employment, skills and make MSMEs competitive.</p>	<b>Faster Adoption and Manufacturing of Electric Vehicles (FAME II)</b> <p>FAME II is a subsidy scheme by the GOI to accelerate the manufacturing and uptake of electric vehicles (EVs). Policies like FAME II will promote the deployment of EVs and associated charging infrastructure for freight EVs.</p> <p><b>Impact:</b> Can help India's logistic industry emerge as a clean and fuel efficient one.</p>	<b>Bharat Stage (BS) Emission Norms</b> <p>Bharat Stage Emission Norms are emissions standards set by the GOI to reduce criteria pollutant emissions from motor vehicles and improve vehicle efficiency. BS VI has been effective since April 2020.</p> <p><b>Impact:</b> Help improve the efficiency of the vehicle and have less environmental impact. Also help in improving air quality by reducing emissions such as PM and NO.</p>



## Budget 2021 allocations to the Indian Logistics Sector

- The Union Budget 2021 has awarded a record sum of ₹ 1,10,055 crore to Indian Railways, promising to build a future-ready railway system by 2030
- The government announced a ₹ 1,500 crore-scheme on digital payment – a push towards digitization – which is going to further enhance the efficiency of logistics companies
- The government allocated ₹ 3.3 lakh crore out of the allocated ₹ 5.35 lakh crore in the Bharatmala Pariyojana project and is expected to be used to construct more than 13,000 km of roads
- To further boost the logistics and transportation industry, the government aims to commission eastern and western dedicated freight corridors (DFC) by June 2022, and build three new DFCs
- The government allocated a budget of ₹ 1,18,101 lakh crore for the Ministry of Road Transport and Highways for national highway projects, promising to construct another 8,500 km and an additional 11,000 km of national highway corridors.

## Factors to drive growth for the Indian logistics industry

**Smart logistics:** With technology taking precedence across different industry, tech-driven integrated logistics are currently becoming an integral part of the Indian logistics industry. The warehouses in the country are increasingly getting equipped with many automated sorters and handlers and IoT devices. This is likely to enable in saving time in in-house logistic operations. Further, the introduction of key mandatory initiatives such the use of FASTag, RFID tags and GPS/GSM trackers for all commercial vehicles is likely to drive growth for the Indian logistics industry.

**Rising export prospects:** With each passing day, different Indian industries are gaining exposure to premium brands and industries in unconventional niches. This is leading to the boosting up of both foreign exports and domestic consumption. Production facilities are much better off now than what they were before. The manufacturing standards have also gone up. The government has brought up so many new policies like 'Zero Defects, Zero Effect' so that our country ranks up higher in the global market.

## Bolstering India's road logistics infrastructure

Mobility is the backbone of any nation's growth. Consistent efforts are being put into pushing the Indian logistics paradigm towards a better tomorrow by investing in the country's infrastructure. Recognising the critical role of the logistics sector in the country's future, the Government of India (GOI) is pursuing a range of actions to improve its logistics performance. Initiatives on the part of the government for different infra projects such as Bharatmala and the Golden Quadrilateral, and the creation of supportive policies can prove to be a game changer for the Indian logistics industry. Further focus of the government on building warehouses and technologically advanced centers near the key commercial hubs is likely to boost the growth of the Indian logistics industry. The Budget 2021 has also reaffirmed the government's commitment to the National Infrastructure Pipeline (NIP). Out of 7,400 projects in NIP, around 18% would be dedicated to the road sector. Such large infra projects in road create a backbone for the growth of the Indian logistics sector. On road transport and highway, outlay has been increased by more than 9% to ₹ 1.18 lakh crore. To further boost the nation's road infrastructure, the Government recently launched Bharatmala Pariyojana. The program has been launched to bridge critical infrastructure gaps through the construction of 9,000 km of economic corridors, 6,000 km of feeder routes, 2,000 km of coastal roads, and so on under Phase 1 of the project. This is expected to be completed by 2022 with an estimated cost of ₹ 5,35,000 crores.

## Indian express logistics industry

The importance of express logistics in India has never been more important than what it today. The rapid spread of the Covid-19 virus in India meant nearly 1.3 billion population of the nation had to stay indoors and a steady rise in the household essential items and necessary medical supplies. This Covid-19 crisis saw logistics industry emerge as the key differentiator for the companies rather than being just an activity as the wide spread presence of Indian logistics industry emerged as the lifeline to the nation by connecting various markets, suppliers and customers dotted across the country.

The fast-growing Indian express logistics industry experienced a much-needed boost as fast and accurate delivery chain system emerged as the need of the hour. Moving from traditional set up towards an integrated business model through the integration of IT and latest technology, has not only helped the industry overcome the challenges thrown by the pandemic but is also expected to reduce the costs incurred and meet the high stand of services demand. Further boost to the express logistics industry is to be provided by the growing demand from the B2B segment. The adoption of technologies such as GPS and RFID has also enabled to industry to explore new opportunities such as defence logistics, which were previously out of the range. With improved tracking and tracing mechanism, many private players are now engaging with the Indian military for transportation of their highly critical and specialized military equipment.

In India, the demand for today and the future is integrated end-to-end express logistics solutions. This would encompass integrated infrastructure / assets platform, integrated services platform and integrated digital

platform. Key reform measures and policy interventions like implementation of the Goods and Services Tax, (GST), relaxed FDI regulations and granting of infra status are expected to boost the core competencies of the Indian express logistics industry. With the Indian government aiming to make India a \$5 trillion economy by 2024, the government is planning to make substantial capex and R&D investment to both the nations manufacturing and industrial sector. A strong infrastructure push driven by the public sector increases the investment rate in the economy. The multiplier then comes into play raising income and consumption levels. Higher consumption, in turn, induces private investment through the investment accelerator. The induced private investment further amplifies the income and consumption levels as the multiplier once again comes into play. This would help attract some of the biggest global brands to start their set up in India, which in turn would benefit the express logistics industry by increases surface movement of goods.

GST was a game-changer for the Indian logistics industry. Implementation of the GST forced the unorganized player to come under one umbrella and create an equal level playing field for the both the organized and unorganized players. It also the foundation for the setting up of large format multi-modal logistics parks along with key consumption and industrial centres which can function as freight aggregation and distribution hubs. With the implementation of GST, the manufacturing companies, which were forced to set up many small warehouses across multiple cities can now set up just a few big warehouses in different region and different model for freight movement from the warehouses to the different manufacturing plants, wholesale outlets, and any other business hubs.



## Focus areas for the Indian express logistics industry

### Growing focus on pharma industry for transportation of high-end and new age medical equipment and critical cold chain supplies

The recent focus on the pharma industry owing to the increased demand for specialized equipment and vaccines has presented a large opportunity for the Indian Express logistics industry primarily in the realm of distribution and last-mile distribution. From the distribution of high-ended equipment's such as oxygen concentrators, nasal cannulas, walk-in-coolers, and ILR's to transportation of temperature-sensitive materials such blood plasma and vaccines are transforming the Indian Express logistics industry in an

unprecedented way. This has led to rise in the demand for specialized players who specialize in transportation of high-value equipment with strong capabilities in highly-coordinated surface transport system, efficient warehousing, and project management services. With India's rising demand for high-end equipment's, vaccines, biopharmaceutical and clinical trials, the Indian pharmaceutical product transportation market is expected to grow at double-digit growth rates in the coming years.



## Focus on green logistics

The green logistics has emerged to be the new and most important focus area of the Indian logistics industry in the recent times. Sustainable practices have already become a norm amongst international logistics and supply chain players as well as businesses. Most of the international business houses as green supply chains as responsible and sometimes even a mandatory criterion when selecting a logistics partner. With the influx of globally renowned manufacturing players, the Indian green logistics and supply chain is set to get a boost, thanks to encouraging business opportunities for those adopting sustainable practices. Apart from protecting the environment and helping the society overall, sustainable practices are also becoming cost-effective, thanks to the fast-paced technology evolution in the sector and are becoming instrumental in gaining consumer loyalty and endorsement for the socially and environmentally responsible millennial population. India can reduce its logistics cost by 4% of the country's gross domestic product and achieve 10 gigatonnes of carbon dioxide emission savings till 2030 through different clean measures. Adoption of electronic vehicles (EV's) as a part of transportation fleet could be a big leap for the industry towards green and sustainable logistics system.

## Increasing adoption of technology

Another major focus area that is set to make considerable impact on the Indian logistics sector is the adoption of new technologies. The adoption was progressing at a steady pace but with the Covid19 and the pandemic the rate has gone up exponentially as technology proved to be the silver lining in these difficult times. Logistics players have increasingly begun to adopt top-notch technologies such as blockchain, data analytics, artificial intelligence, and machine learning to enhance operational efficiency and optimize cost and time. These technologies have played an instrumental role in reviving the sector post lockdown(s) and it is expected that embracing digitization will be more than just a passing trend. This one is likely to be long-lasting and something that will shape the industry's future course.

## Focus on the B2B segment

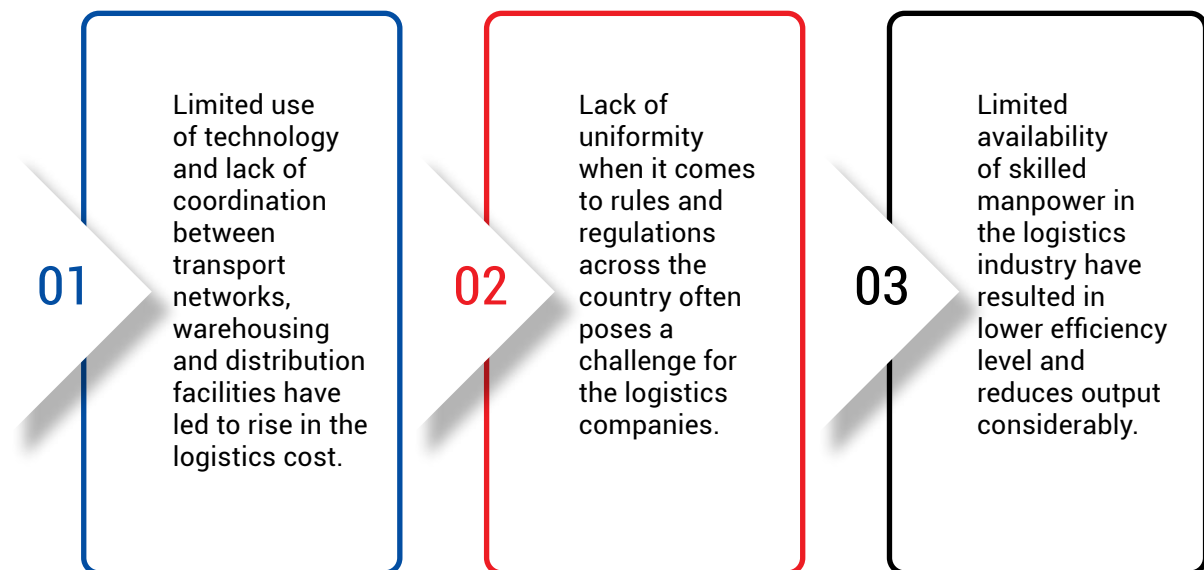
The Indian B2B segment has shown substantial traction in the recent times, as manufacturing industries are facing far greater expectations around efficiency and performance than ever before. Changing customer preferences, in terms of faster time-to-market, customised products, and timely delivery of products is taking precedence in the B2B segment. Further, a change in procurement pattern of the Indian B2B players such as adopting to just-in-time mechanism to reduce the stocking load has showcased the importance dedicated supply chain partners. All this has huge implications for the Indian logistics industry. Logistical service providers – need to integrate data analytics and social supply chains to provide much better traceability and predictability and at a lower cost. Thereby smart warehousing solutions are becoming more and more critical to ensure the sustainability of the supply chain. The implications are clear: 'digital fitness' is becoming a must for every logistics company to grow in the changing times. With the changing delivery preference of even the B2B customers and consumers, there is a growing demand for time-sensitive distribution services. This is likely to reshape the express logistics, and would require partnering with the established logistics player to ensure fast and timely delivery of the products.

## Focus on optimizing vehicle utilization

To increase logistics efficiency, it is essential to increase transportation efficiency by optimising truck use and incorporating inventory management best practices in supply chains. Transportation operations involve many processes, from vehicle planning to dispatch optimization. These practices are critical to choosing the right type of vehicle for the use case, optimizing the load on the vehicle, minimizing the distance that the vehicle travels to transport the goods and ensuring the goods and vehicles are adhering to high standards of safety while minimizing waste. Improving these practices will result in reduced empty running – fewer miles travelled without any load, better load factors – closer to 100% load factors, improved vehicle productivity – reduced vehicular travel to move same amount of goods and higher vehicle utilisation – higher distances covered per vehicle per year, resulting in a smaller fleet and lower costs.



### Key concerns for the Indian logistics industry



## Outlook

India's success and economic growth in the near future is heavily dependent on the evolution of the Indian logistics sector. This is essential not only for generating employment or providing broad social benefits to farmers and low-income workers but also for competing with the rest of the world in terms of last-mile connectivity, efficient transportation, time of delivery, etc. Further, economy enhancing initiatives such as GST implementation and other key initiatives such as Make in India, Digital India and soon to be released National Logistics Policy, all hold a promise for an efficient and integrated logistics industry in the days ahead.

With the government promising to increase its spending on infrastructure, focus on new and improved economic corridors, and road and railway infrastructure, the Indian express logistics industry specially the surface express

is set to see a surge in growth and demand in the years ahead. The Government's push to port, road and rail infrastructure through various investments, initiatives and projects will further add to the development of the surface logistics industry in India. With faster construction of the dedicated freight corridors and road highways, not only will the logistics sector benefit, but it will be able to add strong support to our domestic manufacturing programs. Owing to the severe impact of the pandemic and the looming covid waves on the economy, the short-term outlook for the industry may not be that strong. But the with the government's relentless focus on attaining herd immunity through mass vaccination, the economy is expected to rebound strongly in FY22 and FY23. Logistics players in the organized sector may be better placed to recover from the crisis and resume operations sooner, so as to leverage this growth wave.

## Global economy review

2021 witnessed the global economy on the path of recovery led by robust economic growth in China and the United States. In 2020, the Covid-19 induced pandemic had created a havoc across the global economy, resulting in a contraction of the global economy in 2020. According to the International Monetary Fund (IMF), the global economy is expected to have contracted by nearly 4.3% in 2020, an outcome "far worse" than the 2009 global financial crisis. However, post the devastating health and economic crisis caused by COVID-19, the global economic growth prospects have improved substantially against the backdrop of rapid vaccination rollouts in some of the large and key global economies. In 2021, the global economy is now projected to expand by more than 5% in 2021. A stronger growth outlook for China and the USA, two of the largest global economies, underpins the upward revision. The United States, with rapid vaccinations, additional fiscal stimulus and the reopening of the economy, is projected to grow by 6.2% in 2021 – the fastest rate of growth since 1966. Buoyed by a strong recovery in exports and robust domestic demand, China is expected to grow by 8.2% in 2021.

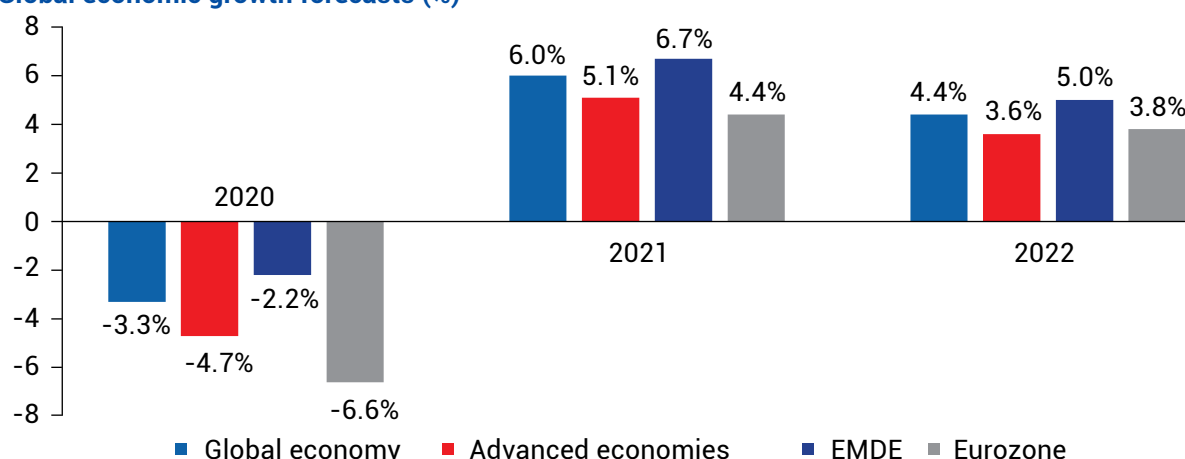
The pandemic has also resulted in a substantial raising of the national debt, creating extra pressure on the economies. The national debt

in advanced economies is expected to reach 125% of GDP by the end of 2021 and to rise to about 65% of GDP in emerging markets during the same period. The pandemic had hit the advanced economies the hardest, and together the advanced economies were likely to have degrown by 6% in 2020. The US recorded its highest filing for unemployment benefits during 2020. As per a Reuters report, since March 2020, more than 36 million have filed for unemployment benefits in the US, which is almost a quarter of its working-age population. Major economies such as the US, Japan, the UK, Germany, France, Italy, and Spain (mention Europe only) were expected to have contracted by 5.9%, 5.2%, 6.5%, 7%, 7.2%, 9.1%, and 8% respectively during 2020.

Partial easing of stringent lockdowns, during the latter half of 2020 and early 2021, instigated the resumption of business activities and goods trading witnessed slow improvement. However, the services sector remained anaemic as some of core sectors like tourism and hospitality industry faced a tragic burn down with the various restrictive measures adopted by different countries. One year into the COVID-19 pandemic, the accumulating human toll continues to raise concerns. But, on the positive side, mass vaccination program across geographies has helped lift the sentiment.



### Global economic growth forecasts (%)



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2021/03/23/world-economic-outlook-april-2021>)  
 [EMDE – emerging markets and developed economies]

## Outlook

Recent progress on coronavirus vaccines has brightened the economic outlook, but according to some economists a potentially slow rollout of vaccines across developing and emerging economies and the ability of the economies to manage the second wave would be a key factor in determining the return of activity to pre-pandemic levels. According to IMF, after witness the worst year since the World War II, the global economy is like to stage a commendable growth in 2021. The global economy is expected to expand 5.6% in 2021, the fastest post-recession pace in 80 years, largely on strong rebounds. This is likely to happen on the back of steady spread of the Covid-19 vaccines which is to power a stronger global economic recovery in 2021 and strong economic rebound from a few major economies.

Timely and universal access to COVID-19 vaccines will remain critical for ensuring broad-based and inclusive recovery of the world economy, including resumption of business activities in some of the key sectors such as tourism and hospitality. Widespread vaccinations will help to create herd immunity and allow reopening and resumption of economic activities. But the stark and growing disparity in vaccination coverage between countries – and growing vaccine nationalism – will severely undermine global recovery efforts. Beyond progress on vaccines, underlying economic structure and sector dependency will determine the strength and pace of recovery.

Amongst the major economies, U.S. is expected to grow by 6.8% in 2021, reflecting large-scale fiscal support and the easing of pandemic restrictions. The US government introduced 6 major bills costing about \$5.3 trillion since the pandemic, such as the US\$ 1,844 billion American Rescue Plan and US\$ 483 billion Paycheck Protection Program and Health Care Enhancement Act, to help manage the pandemic and mitigate the economic burden on families and businesses. Similarly, China introduced a RMB 4.9 trillion (or 4.7% of GDP) of discretionary fiscal measures, of which RMB 4.2 trillion is estimated to have been implemented in 2020. Among emerging markets and developing economies, China is anticipated to rebound to 8.5% this year, reflecting the release of pent-up demand. Growth in other advanced economies is also firming, but to a lesser extent.

Against the backdrop of an improved global outlook and strong demand from China, international commodity prices have trended higher, which will provide some support to recovery of the commodity-exporting countries. Additional fiscal stimulus measures in the United States, which include large infrastructure plans, will also likely boost the demand for some commodities. However, the recovery in many countries is being held back by a resurgence of COVID-19 cases and lagging vaccination progress, as well as the withdrawal of policy support in some instances.

## Global logistics industry landscape

Global logistics is the process – largely a science but also an art – of managing the flow of goods through the supply chain, from the place where they are made to the place where they are consumed. Growth in global logistics in the recent years has been fueled by three fundamental trends: increasing consumption, rising e-commerce, steady rise in the manufacturing activities, growing business activities in the emerging nations and ongoing reconfiguration of the supply chain to move goods more quickly and efficiently.

Globally, 2020 will be long remembered as the year when the world tilted on its axis, or that's how it felt for everyone, throwing the entire world into chaos, the likes of which has never been seen before, at least by many who are alive today. COVID-19, one of the most rapidly spreading pandemics the human race witnessed in the recent times, has and is also reshaping the business of global business of shipping, freight, maritime logistics, supply chain and trade. The Covid-19 pandemic and the subsequent lockdowns across economies also showcased the importance of the logistics industry. The global logistics industry played a key role in helping reach the necessary goods and medical items to the farthest corner of the earth during these difficult times.

Today the logistics industry spans across a wide range of service offerings such as by air, road, rail, and sea transport, as well as related services such as warehousing, handling, and stevedoring. Since the spread of covid-19 pandemic, the global logistics industry has undergone a sea of change from a shift in

global supply chains, shipping patterns, and exceedingly high demand, to panic buying and extraordinary freight rates, 2020 has shown that the industry will never be the same again and there will be some fundamental changes in the industry going forward.

According to the industry experts, going forward, the global transportation and logistics industry is expected to play a pivotal role in the smooth functioning of delivery of the essentials and the growing demand for logistics escalating around the world. Further impetus to the industry is likely to provide by the easy return and refund policies, also known as reverse logistics processes with tracking facilities.

Furthermore, the increasing environmental concerns and rising focus on sustainable development have catalyzed the demand for green logistics, providing sustainable transport solutions. Other factors, including the constant technological developments, growing international trade agreements and the integration of global positioning systems (GPS), biometrics, driverless vehicles, and drone delivery with logistics systems, are anticipated to impel the growth of the market. With the impending recovery in the volume of world merchandise trade in 2021 from the lows of 2020, the global transportation and logistics industry is expected to reach USD 6.9 trillion by 2026, expanding at a CAGR of 4.60%. According to the World Trade Organisation, the volume of world merchandise trade in 2020 witnessed a decline of 9.2%, however expected to grow at 7.2% in 2021.





## Impact of covid-19 on the sector

The logistics industry viewed as an auxiliary for trade and commerce enables industries to deliver the goods and services to the ultimate consumers by facilitating mobility throughout the supply chain. The supply chain disruptions in the COVID-19 outbreak had a direct impact on the logistics industry with detrimental factors as labour shortage, fragmented supply lines, weak infrastructure, and ambiguity with respect to the rules and regulations for mobility of goods.

The global digital logistics market is expected to be worth USD 46.5 billion by 2025, growing at

CAGR of 21.7%. Several digital logistics solution vendors are expanding their reach and exploring opportunities in APAC owing to rapid digital transformation of multiple countries in the region. Increasing cloud-based deployments by SMEs are expected to offer huge opportunities in the digital logistics market in the next five years.

Increasing volume and velocity of data in the logistics industry to boost the adoption of digital logistics solution and services.



## Other key trends prevalent in the global logistical industry

### Hyper-automation:

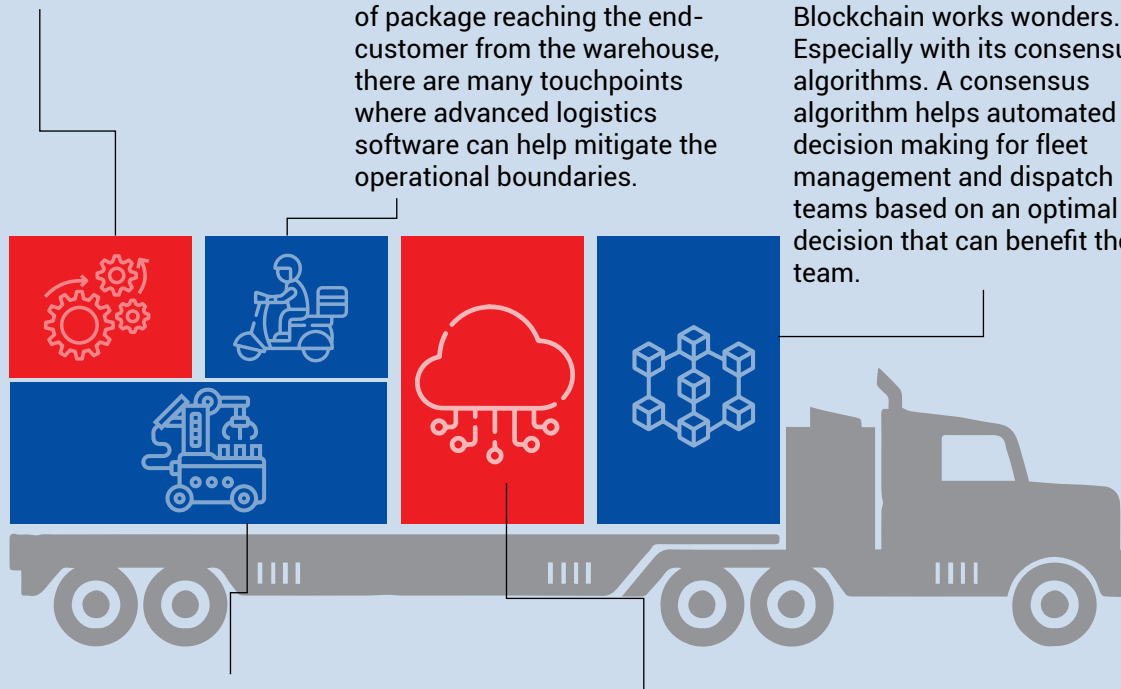
Hyper-automation is an amalgamation of different innovative technologies to enhance logistics efficiencies. It helps with a seamless transition of sales, suppliers, planning, purchases, distribution, and improving customer touchpoints.

### Last-mile delivery systems:

Last-mile delivery refers to the movement of goods from a transportation hub to the final delivery location. It is part of the logistics where eCommerce is most aggressive in achieving customer associations through rapid deliveries. The last-mile delivery approach begins with orders at the transportation hubs and then is designated to delivery personnel according to their routes. In this process of package reaching the end-customer from the warehouse, there are many touchpoints where advanced logistics software can help mitigate the operational boundaries.

### Blockchain:

Blockchain technology is a decentralised system that depends on the ledger of transactions or contracts. The best part of Blockchain is that the data, once written, can't be altered by anyone in the system, and anonymous miners verify each transaction. For logistics software that deals with payments, fleet management, and tracking of shipments, the decentralised structure of Blockchain works wonders. Especially with its consensus algorithms. A consensus algorithm helps automated decision making for fleet management and dispatch teams based on an optimal decision that can benefit the team.



**Warehouse automation:** Warehouse automation through AGVs (Automatic Guided Vehicles) is likely to drive the next leg of growth in the logistics industry. Modern logistics needs and massive demand surge due to eCommerce markets made it overwhelming for most warehouses to sustain even with the AGVs. Automated Vehicles have been able to reduce delivery costs for on-demand businesses up to 40%. It is the reason why warehouse-automation manufacturers have seen a rise of 15% in revenues over the last five years. The next phase of evolution in warehouse automation is likely to be driven by the integration of IoT (Internet of Things) based technologies. Investment in warehouse automation is expected to grow at 3 to 5% by 2025 (retail segment to grow at 6 – 8% and pharmaceutical logistics to grow at 8 – 10%).

**Cloud computing:** Cloud computing is a virtualised pool of computing resources that enables data storage, retrieval, networking, software, analytics, and intelligence over the internet ("Cloud"). One can apply a cloud computing approach to logistics software, activities like fleet management, order management, and delivery become efficient. Fleet management is another excellent application for cloud computing. There are many activities related to fleet management like courier tracking, documentation, fleet monitoring, and others you can achieve through cloud-based software.

## About TCI Express

TCI Express is one of the pioneers in the Indian express distribution industry. Touted as one of India's leading and premier express distribution and first and last mile delivery services provider, TCI Express is known for its commitment to meet customer expectations with its last mile express delivery solution, designed to fulfil requirements across diverse industries. Providing services such as surface express, domestic and international air express, pharmaceutical, retail, engineering, apparel, and other industries, the Company recently added two new services cold chain express service and C2C express service to its existing service bouquet.

TCI Express's sustainable operating model is underpinned by its superior network advantage

and industry-leading supply chain expertise, developed over the years. With operations in more than 200 countries, TCI's network advantage comprises the scale and density of its service centre network and the strength of its customer relationships in every major market in which it operates. This means TCI Express can be faster and more responsive to customers' needs and in times of uncertainty and increased volatility, more resilient and more reliable. TCI's deep-rooted and integrated network helps the company cover more than 95% of the pin codes in India. Further the strength of TCI Express's network is showcased by 28 state-of-the-art sorting centres, 500 express routes, 2,500 feeder routes, 800+ branch offices, 40,000 pickup and delivery points, and 5,000 containerized vehicles.

## Key strategic priorities for the Company

Grow and strengthen network advantage

Deliver operational and organisational efficiencies

Disciplined allocation of capital and improved cash flow generation

Innovate offerings and services to create new value

Build a talented workforce



## Our core competencies

### Customer value

TCI Express is committed to delivering unrivalled value and exceptional service to its customers. TCI Express works with its customers and supply chain partners to enhance the sustainability and efficiency of end-to-end supply chains through collaboration on new solutions and innovative ways of working. TCI Express is committed to improving the customer experience further through simpler processes, additional services and enhanced platform quality.

### Asset efficiency and network productivity

TCI Express constantly seeks to improve the productivity and sustainability of its assets and operations. TCI Express works with some of the major players in key industries of the economy and partners to align physical networks and working practices in order to improve asset utilisation, reduce equipment loss and lower equipment damage rates. Ongoing programmes of automation and process standardisation enhance the efficiency and resilience of TCI Express' operations, allowing the Company to transfer best practices rapidly from one market to another.

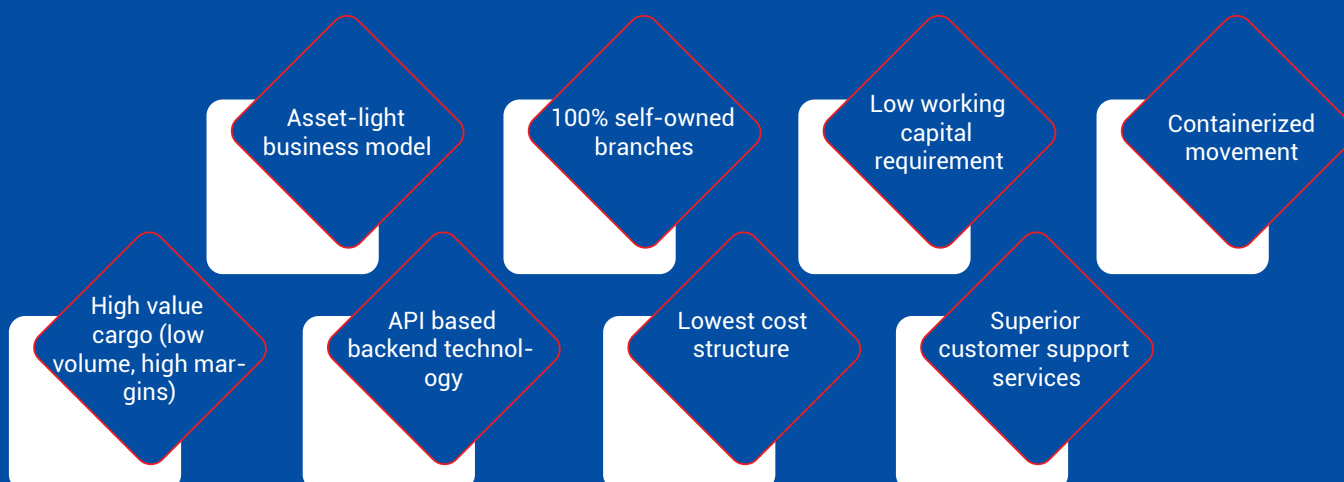
### Digital transformation

TCI Express is investing to transform information and digital insights into new sources of value for itself and for its customers. TCI Express sees data and technology as core strengths and sources of future competitive advantage. The Company's in-house technology team works closely with the operating business units to translate technology into business outcomes. TCI Express' goal is to combine physical assets and supply chain expertise with data-driven insights to create distinctive new capabilities as well as supporting the delivery of the other strategic themes.

### Business excellence

TCI Express is re-inventing its organisation, technology and processes to be simpler, more effective and more efficient. The Company is committed to fostering a culture of agility, innovation and continuous improvement, underpinned by the required tools and systems. Successfully attracting, retaining and empowering high caliber people is integral to TCI Express' ongoing success and will become increasingly important as new skills are required in areas such as digital services and automated supply chains.

### TCI Express unique strengths





## Key operational highlights, FY21

- During the year, TCI Express opened 25 new branches across India, thereby further deepening its PAN India presence
- Incurred a capex of ₹55 crores in 2021 primarily towards the construction of two sorting centers
- During the year, we made our Pune sorting center ready for operations. Fully automated and integrated and Equipped with the latest technology, we are near completion with our Gurgaon facility and expect to make it operational by the end of calendar year 2021.
- Launched two new value-added services called Cold Chain Express and C2C Express services
- Appointed dedicated team to manage the new business offerings and to ensure successful implementation of the business strategies to achieve sustainable business growth
- With the launch of C2C Express, TCI Express emerged as the India's first logistics company to launch customer to customer express service with the end-to-end transportation, door pick up and door delivery, multi-location pickup and delivery
- Achieved 100% e-invoicing during the year, thereby helping to reduce our environmental impact and also reduce the human intervention in the process
- As part of the essential delivery services, our express delivery service and cold chain delivery service played a crucial role during the pandemic times in providing essential services such as delivery of medicines, covid protection kits, vaccines and oxygen concentrators to different places across the country.

## Opportunities

- With recovery in business activity over the last few quarters, the Company expects higher business volume from the SME and corporate segment
- Continue to build on our asset light business model, thereby enabling the Company to maintain high-capacity utilization and successfully implement cost control measures that would help us deliver sustained profitability growth
- With the launch of the cold chain express services, we intend strengthen our presence in the cold chain business to cater to the growing demand from pharmaceutical companies
- Continue to expand our presence in the value-added services segment by further enhancing our existing service bouquet and strengthen our presence with the launch of new innovative logistic solutions such as the recently launched ones Cold Chain Express and C2C Express services

## Threats

- Fluctuating fuel prices and irregular movement in freight charges can negatively impact the profitability
- Inability of the company to pass on the price fluctuations to the customers may lead to a decline in the profit margin
- Regularly changing rules and regulation in different states of the country depending on the covid situation may lead delay in delivery and thereby impact the reputation of the Company
- Keeping in mind the current situation, the Company is regularly investing in different automation and cost saving measures. With regular capex and opex investments across different business segments, emerging a zero-debt company may come as a challenge

## Financial review

### Basis of preparation

The financial statements of the Company were prepared in accordance with generally accepted accounting principles (GAAP) in India.

Particulars	2020-21 (₹ in crores)	2019-20 (₹ in crores)	Y-o-y growth
Operating Revenue	843.99	1,031.96	(18.22)%
Profit Before Tax	132.22	116.98	13.03%
Profit After Tax	100.60	89.08	12.93%
Cash Profit	109.57	96.87	13.11%
EPS (₹)	26.19	23.23	12.74%
Receivable (days)	41	43	(2)
Net Working Capital Cycle (days)	7	10	(3)
Current Ratio (times)	2.64	2.52	0.12
Cash Conversion Ratio	83.70%	64.50%	29.77%
EBITDA Margin	16.67%	12.13%	454 bps
PAT Margin	11.82%	8.60%	322 bps
Return on Equity	26.10%	29.48%	(338) bps

**Total revenue:** The total income from operations for the Company has decreased by 17.82% to ₹ 851.64 crores in 2020-21 from ₹1,036.33 crores in 2019-20.

**Other income:** Other income increased to ₹7.65 crores for 2020-21 from ₹4.37 crores in 2019-20, an increase of 75% largely owing to return generated on short term investment and profit on sale of assets.

**Operating margin:** EBITDA (including other income) for 2020-21 was ₹141.97 crores as compared to ₹125.66 crores for 2019-20, an increase of 13%.

The operating margins increased to 32.85% in 2020-21 as compared to 28.86% in 2019-20 due to better fleet utilization, process improvements and operating efficiencies.

### Costs & Expenses

**Employee costs:** Manpower cost for 2020-21 stood at ₹87.34 crores compared to ₹101.80 crores in 2019-20. In terms of percentage of turnover, it decreased to 9.86% as compared to 10% in the previous year. The decrease is mainly

due to voluntarily waiver of remuneration for the Q1 FY 2020-21 by the Managing Director, in order to mitigate the financial stress caused by covid-19.

**Other expenses:** Other expenses for 2020-21 stood at ₹55.60 crores compared to ₹74.70 crores in 2019-20. As a percentage of turnover, it decreased to 6.59% in 2020-21 as compared to 7.24% in 2019-20. Other expenses have decreased by numerous reasons such as waiver of rent payment benefited the Company, virtual meets/conferences, Company's move to digitalization resulted in to lower cost.

Other expenses mainly include general and administrative expenses such as travelling and conveyance, communications, security, insurance, information technology expenses, sundry expenses, rates and taxes, and professional and legal charges among others.

**Interest expenses:** Interest expenses for the year 2020-21 decreased to ₹0.78 crores from ₹0.90 crores in 2019-20, a decline of 12.56% in interest cost. This was largely owing to reduction of debt funds in the Company and payment of interest thereon.

**Depreciation:** Depreciation cost as a percentage of turnover has marginally increased to 1.05% in 2020-21 to 0.75% in 2019-20.

## Analysis of Balance Sheet

**Net worth:** The net worth of the Company has increased from ₹337.27 crores as on March 31, 2020 to ₹433.87 crores as on March 31, 2021. The increase in amount of net worth is on account of profit addition made during the year.

**Borrowings:** The total borrowing has decreased from ₹2.84 crores as on March 31, 2020 to ₹1.03 crores as on March 31, 2021.

**Cash and bank balance:** Cash and bank balance decreased from ₹11.12 crores as of 31 March 2020 to ₹9.16 crores as of 31 March 2021.

**Capital expenditure:** During 2020-21, the Company has capitalized additional fixed assets of ₹52.10 crores. Major funding of the capital expenditure was made from internal accruals only.

**Current assets & liabilities:** The Company's current assets primarily consist of debtors, cash and bank balances and loans and advances. Total current assets as on March 31, 2021 were ₹272.86 crores as against ₹222.14 crores as on March 31, 2020.

The Company's current liabilities primarily consist of short-term borrowings, trade payables, short term provisions and other current liabilities. Total current liabilities as on March 31, 2021 was

₹103.29 crores as against ₹88.10 crores as on March 31, 2020.

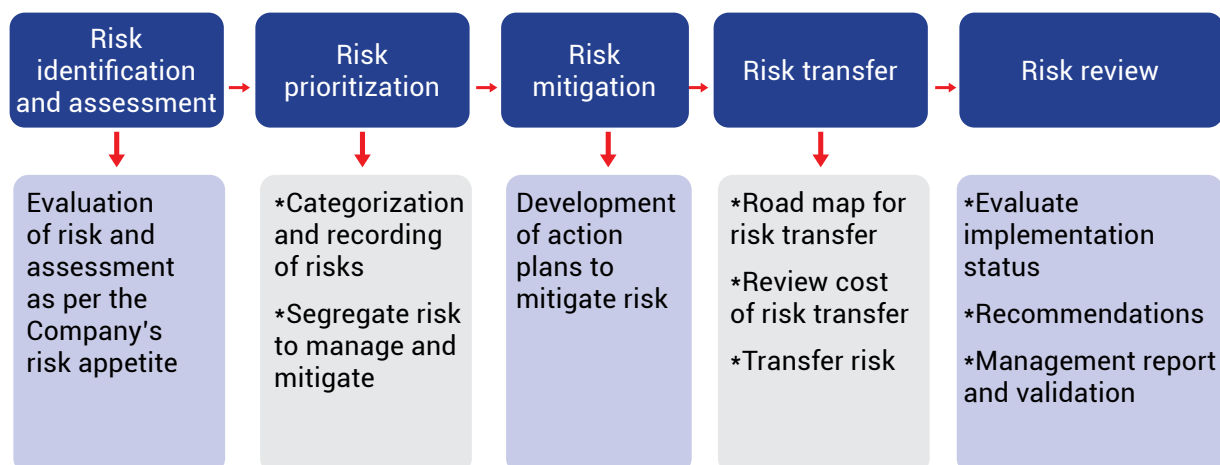
**Current ratio:** The current ratio stood at 2.64 as at March 31, 2021 compared to 2.52 as on March 31, 2020. The improvement in the current ratio was largely due to increase in short term investment of the Company. Total current investment of the Company as on March 31, 2021 stood at ₹58.71 crores compared to ₹28.59 crores on March 31, 2020.

## Risk management

From being a market leader in the Indian express logistics space to establishing itself as an emerging player in the international market, TCI Express is perfectly positioned to deal with multiple market risks in a fast-paced business environment. TCI Express has adopted several strategies to assess, identify and successfully mitigate risks arising from time to time.

On this front, TCI Express is one of few companies in the industry with a narrowed focus on risk management. The Company focused on identifying potential risks and controlling exposure by devising the right mitigation strategies. During the financial year under review, TCI Express continued to strengthen its comprehensive system to promptly identify risks, assess their materiality and take measures to minimize likelihood and losses. At TCI Express, risk management is applied across all management levels and functional areas

## Process flow to mitigate risk



Key risk	Potential impact	Mitigation measures
Transitional damage risk	<ul style="list-style-type: none"> <li>• Threat of damage</li> <li>• Pilferage / shrinkage or loss of cargo due to normal transit hazards</li> <li>• Accidents or hijacking of trucks or force majeure</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Insurance of all vehicles against loss or damage due to accident or owing to any other hazard in transit.</li> <li>&gt; Installed state-of-the-art surveillance and tracking system to mitigate pilferage</li> </ul>
Fluctuating fuel price risk	<ul style="list-style-type: none"> <li>• Fluctuating fuel prices may impact profitability and operations</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Implemented fuel surcharge mechanism to ensure revenue assurance</li> <li>&gt; Operates with contractual trucking agreement to minimize the impact of fuel price fluctuations</li> <li>&gt; Adopted periodic freight rate revision strategy to pass on the fluctuations</li> </ul>
People risk	<ul style="list-style-type: none"> <li>• Loss of key personnel and skills shortage</li> <li>• Reputational damage</li> <li>• Disruptions to operations</li> <li>• Negative impact on express delivery and distribution system</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Innovative employee retention strategy such as health insurance policy and regular recognition programs</li> <li>&gt; Well-structured incentive scheme and remuneration policy</li> <li>&gt; Maintains an optimum balance of experience and enthusiasm</li> <li>&gt; Safe and healthy work environment</li> </ul>
Technology and IT risk	<ul style="list-style-type: none"> <li>• Loss of sensitive client and confidential Company information</li> <li>• Cyber attacks</li> <li>• Missed delivery schedules</li> <li>• Unstable network and inefficient tracking</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Cloud based systems</li> <li>&gt; State-of-the-art technology applications with proper information safeguarding policies</li> <li>&gt; Backup and effective business contingency plan</li> <li>&gt; Implemented integrated IT platform and business intelligence tool</li> </ul>
Infrastructure risk	<ul style="list-style-type: none"> <li>• Inefficient modal and terminal transport infrastructure</li> <li>• Poorly designed storage facilities may result into delivery misses and reputation loss, which in turn can impact profitability</li> </ul>	<ul style="list-style-type: none"> <li>&gt; The government introduced National Infrastructure Pipeline (NIP) program in 2019 to build the nations transport infrastructure</li> <li>&gt; The government also focused on building state-of-the-art warehouses and storage centers near the key nodal points</li> </ul>
Competition risk	<ul style="list-style-type: none"> <li>• Loss of business</li> <li>• Loss of reputation</li> <li>• Reduced market share</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Established player in the express logistic industry with multi-decadal experience</li> <li>&gt; Cohesive transport and delivery services provide across India and in international markets</li> <li>&gt; Provides delivering services to 40,000+ locations and 95% of pin codes in India</li> <li>&gt; Market leader in India with strong brand name and recall</li> </ul>



## Internal control system and adequacy

The Company has in place well-established policies and procedures for internal control of operations and activities. It continuously strives to integrate the entire organization – from strategic support functions to core operational functions.

The Company has put in place a set of standards that enables it to implement internal financial control across the organization and ensures that the same are adequate and operating effectively. The findings and recommendations of the statutory and internal auditors are periodically reviewed by the Board, which suggests corrective actions based on them when required. The Audit Committee of the Board of Directors is also active in the system of checks and balances that ensure the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

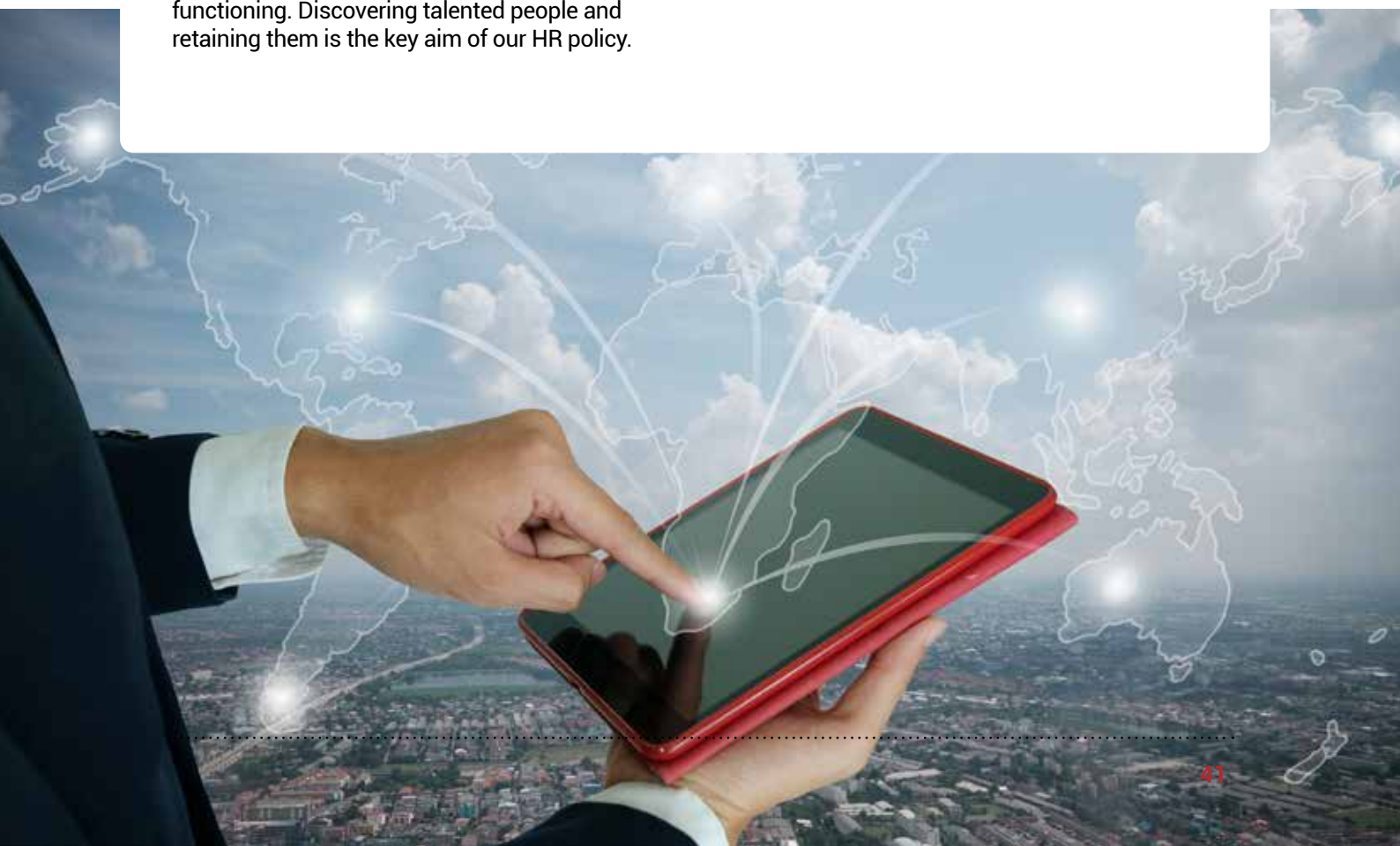
## Human resource

We believe that our intellectual capital is the true asset of our business and losing them could have a material adverse effect on the Company's performance. At TCI Express, we believe that to ensure skill development and to be able to face up to major challenges, we need teams who deliver and who are motivated. Our human capital is our greatest tool for shaping the future of the Company and is also critical for our smooth functioning. Discovering talented people and retaining them is the key aim of our HR policy.

Our people are our greatest strength as a company and the bedrock of our organization. That's why our highest priority is to provide a rewarding workplace that's safe, welcoming, and supportive of professional development. Our company enjoys the support of committed and well satisfied human capital. Compensation packages offered by the Company, best of class methods in terms of recruitment, training, motivation, and performance appraisal, attract and retain the best in talent. These practices enable the Company to keep the attrition rate well below the industry average and has helped the Company to achieve 'Great Place to Work' certification As of 31st March 2021, the total workforce of TCI Express is near to 3000 employees.

## Cautionary statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.



## Committed to inclusive and sustainable development

"At TCI Express Limited, we are committed to manage environmental and social footprint in our operations. We believe that making the environment an integral part of our business operations will create a positive impact on our business considering our widespread operations"

### Caring for the Future

Making Life Better for our people

TCIEXPRESS  
LEADER IN EXPRESS

**Services**  
Delivering Speed, Trust and Reliability.

TCICharities

**Environment**  
Preserving a green happy environment for our future generations.

Great Place to Work  
Certified

**People**  
Building on each other's strengths

TCI Foundation

**Community**  
Spreading smiles and joy in our communities



Enhancing Corporate Values and fulfilling social responsibility.

## Our initiatives towards society development

**The Company focused on the needs and aspirations of its' people and of the larger communities, taking sustainable development initiatives in the areas of health, education, sports and community development, among others in line with its vision 'To make a qualitative difference to our society and environment.'**

**The Company, through its group social arms' 'TCI Foundation' and 'TCI Charities' has spent ₹ 2.05 Crores, towards its commitment to the development of society.**

### Sports Development

The Urmila Sports Academy has been affiliated with the Sports Authority of India, Ministry of Youth Affairs and Sports GoI. The Academy was established with the mission to serve the nation with programs in coaching, research and service. The role of the academy is to prepare men and women for excellence in sports. In the year 2020, four women weightlifters from Urmila Sports Academy qualified and participated in the 3rd Khelo India Youth Games, and secured two gold and two silver medals in the Games.

### Education

TCI Foundation with a vision to facilitate quality education to tribal children at par with children of modern schools in India, set up DAV Public School in the year 2005. TCI- DAV Public School has been up graded to 10+2 level affiliated with CBSE and three streams of Arts, Commerce and Science have been introduced in the current academic year.

### Up-gradation of School

TCI-DAV Public School has been up graded to 10+2 level affiliated with CBSE and three streams of Arts, Commerce and Science have been introduced in the current academic year.

### Virtual Classes

Due to Covid-19 pandemic in the country, the education system was threatened. The Government issued notices from time to time to keep schools closed. To cope up with the situation, TCI-DAV Public School organized online classes for its students in the academic year 2020-21 and enabled them to pursue their studies uninterrupted.

### Physical aid to differently abled persons

TCI-Jaipur Foot and Rehabilitation Centre was established at Patna in 2008 under the aegis of TCI Foundation.

The centre served 830 patients in the FY 2020-21 and were provided prosthetic and prosthesis. Due to Covid-19 situation the centre could not conducted camps in the remote areas; however, three camps were conducted at centre in Patna to facilitate the beneficiaries.

### Healthcare & Road Safety Program

TCI Foundation was instrumental and successful in the development of HIV control and prevention program named 'KAVACH' for truckers in India, which was lately integrated and adopted by the government as National Truckers Program. Internationally.

At present, TCI Foundation operates 15 healthcare centers across India for the marginalized population including families.

TCI Foundation is the sole implementing agency of Society of Indian Automobile Manufacturers [SIAM] to implement annual Road Safety Program across the country. TCI Foundation is proudly associated with the Government of India, State Governments, International Organizations, PSUs, and Corporates of repute to deliver their quality-controlled CSR activities in India.

### Skill Development

To address the dual purpose of economic empowerment for women and provide low cost sanitary napkin to rural women and adolescent girls in Jharkhand, TCI Foundation encouraged

and facilitated tribal women to set up Self Help Group (SHG) under the aegis of TCI Foundation.

The Foundation with a vision to improve the accessibility to sanitary napkins by adolescent girls and women in the tribal and unreached belt of Jharkhand, and to establish a source of income generation for the SHG enterprise, facilitated the tribal women to start production of sanitary napkins by the women for the women. The locals identified initially and formed a registered SHG of eight women for the production of sanitary napkins. The SHG now independently managing the complete unit including production, marketing, sale, quality control, accounts and finance.

The SHG in the year 2020-21 manufactured more than 6426 pcs of sanitary napkins.

### Environment and Sustainable Development

The Company is committed towards aligning its operational activities with the environment and sustainable practices. Our vision is to create

higher standards of sustainability factoring in social and environmental impacts for the greater good of people.

We continue to make investments in renewable energy, manage our carbon footprint, and engage with the community to adopt environment-friendly practices. The Company believes that its business activities have an extensive impact on the society in which it operates. The Company participates in numerous initiatives towards environmental and sustainable development and practices towards an environmentally responsible corporate citizen, which are detailed in its Environmental, Social and Governance (ESG) Report, available on website of the company. The ESG Report details out the various measures adopted to reduce energy consumption, waste management, digitization, water conservation etc., thereby minimizing the impact on environment. Further, our initiative's on Environment and Sustainable Development are more elaborated in Business Responsibility Report, forming part of this Annual Report.

### Spreading Joy and smiles in the communities





# Board's Report

## Respected Members,

The Board of Directors ('Board') are pleased to present the Thirteenth Annual Report of **TCI Express Limited** ('the Company' or 'your Company') along with the Standalone Audited Financial Statements for the financial year ended March 31, 2021 ('year under review' or 'year' or 'FY 2020-21').

In compliance with the applicable provisions of the Companies Act, 2013, ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this report covers the Financial Results, Statutory Reports and other key initiatives /developments made during the financial year 2020-21.

## FINANCIAL HIGHLIGHTS AND PERFORMANCE

The standalone financial statements of the Company for the FY 2020-21, have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The financial highlights on a standalone basis for the financial year ended March 31, 2021 are as follows:

Particulars	₹ in Crores	
	2020-21	2019-20
Total Income	851.64	1036.33
<b>Profit/(Loss) before Interest, Taxation Depreciation &amp; Exceptional Item</b>	<b>141.97</b>	<b>125.67</b>
Less: Interest (Net)	0.78	0.90
Less: Depreciation (Net)	8.97	7.79
<b>Profit/(Loss) before Tax &amp; Exceptional Item</b>	<b>132.22</b>	<b>116.98</b>
Less: Exceptional Item	-	-
<b>Profit/ (Loss) before Tax (PBT)</b>	<b>132.22</b>	<b>116.98</b>
Less: Tax Expenses	31.62	27.90
<b>Profit/(Loss) after Tax (PAT)</b>	<b>100.60</b>	<b>89.08</b>

Fiscal Year 2020-21 was a difficult year for the Indian economy thereby impacted all industries including the logistics sector. The operations of the Company have also been impacted on account of Covid-19 outbreak. Revenue and Profits of the Company for the Q1 of FY 2020-21 were significantly impacted due to the nationwide lockdown starting from March 2020. However, Q2 witnessed, improvements in economic and business activities across the country and Company's operations has also been resumed in a phased manner. It has reached to normalcy in second half of 2020-21. This momentum of sequential recovery in the business continued during the Q3 and Q4 of FY 2020-21 and the Company delivered a strong year on year growth.

Overall, it is important to note that the business environment during the year, particularly first half remained challenging, with the economic slowdown, weaker industrial and manufacturing activity across sectors due to nation-wide

lockdown. Despite these challenges, the Company has consistently delivered sequential improvement from Q1 of FY 2020-21 onwards and closed year on a strong note.

On financial performance perspective, total standalone revenue of the Company dropped to ₹ 851.64 Crores from ₹ 1036.33 Crores for previous year. However, profit before interest, depreciation, tax and exceptional items increased to ₹ 141.97 Crores as against ₹ 125.67 Crores in the previous year. The Company has been able to deliver profit after tax (PAT) to ₹ 100.60 Crores as against ₹ 89.08 Crores in the previous year, which represent growth of 12.93 %, improved profitability was driven by higher capacity utilization coupled with cost rationalization measures implemented during the year under review.

There have been no material changes and commitments which affects the financial position of the Company, occurred between the end of financial year and the date of this report. There was no change in nature of business of the Company.

The Management is continuously and closely monitoring the developments and possible effects that may result from the current pandemic on its financial condition, liquidity and operations and is actively working to minimize the impact of this unprecedented situation. The Company is cautiously looking forward to 2022 with hopes of presenting improved financials and operations in the post Covid-19 world.

The operations and financial results of the Company are elaborated in the Management Discussion and Analysis Report, forming an integral part of this Annual Report.

## ANNUAL REPORT

In view of difficulties involved in dispatching of physical copies of the financial statements, amidst the ongoing second wave of the pandemic and in compliance of various relaxations provided by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) in the year 2020-21, Annual Report including the Notice of 13<sup>th</sup> Annual General Meeting (AGM) is being sent in electronic mode to members whose e-mail address were available with its Registrar and Transfer Agent (RTA) or Depositories Participants (DP's).

The members are again requested to register their e-mail address with Company or RTA for receiving e-copies of Annual Report, Notice to the AGM and other shareholder's communication.

## Web link of Annual Return

The Annual Return of the Company as on March 31, 2021 in Form MGT - 7, in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.tciexpress.in/annual-reports.asp>

## DIVIDEND AND APPROPRIATION

The Board of Directors of the Company had approved the dividend distribution policy in line with Regulation 43A of the Listing Regulations. The Policy broadly specifies the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

The policy is separately provided as **Annexure-A** forming an integral part of this Report and is also uploaded on the website of the Company at <https://www.tciexpress.in/tci-express-policies.asp>. The dividend pay-out is in accordance with the Company's dividend distribution policy.

The Board of Directors at their meeting held on February 09, 2021, had declared an interim dividend of ₹ 2 per equity share (100% on the face value of ₹ 2 per equity share) for the financial year 2020-21. The said interim dividend was paid to all eligible shareholders within the stipulated time.

In spite of difficult year, the Board of Directors considering the Company's financial performance and the availability of distributable profit, have pleased to recommend a final dividend of ₹ 2 per equity share (100% on the face value of ₹ 2 per equity share) for the financial year 2020-21. The final dividend, if approved by the shareholders at this AGM, will be paid within the time period stipulated under the Act (subject to deduction of tax at source).

Herewith, the total dividend for the financial year 2020-21 shall stand at ₹ 4 per equity share (200% on the face value of ₹ 2 per equity share).

### Taxation on Dividend

As you may be aware, in terms of the provisions of the Income Tax Act, 1961, (as amended by the Finance Act, 2020), dividend paid or distributed by a Company on or after April 01, 2020 shall be taxable in the hands of the shareholders, accordingly, the Company shall be liable to deduct withholding tax ('TDS') as per the rates applicable to each category of shareholders. However, no tax shall be deducted on the dividend payable to a resident Individuals if the total dividend to be received by them during any financial year does not exceed ₹ 5,000.

### Nil/Lower deduction of tax

The Company has provided facility to the shareholders (liable to pay tax) to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the Company.

In order to claim nil/ lower tax of rate, the shareholders are required to upload tax exemption forms and supporting documents with M/s. KFin Technologies Private Limited (RTA of the Company). In case of any difficulty, shareholders may write to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), marking copy to the Company at [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in).

### Amount to be carried to Reserves

The Board proposes transfer of ₹ seventy five (75) Crores from its retained earnings to General Reserve for the FY 2020-21.

### TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There was no amount lying with regard to unpaid and unclaimed dividend of earlier years which has been required to be transfer or is due to be transferred to the IEPF during the financial year 2020-21, in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended time to time.

Further, no shares on which dividend has not been paid or claimed for seven (7) consecutive years or more has been transferred up to March 31, 2021 or is due to be transferred to the IEPF during the financial year 2020-21. The details of unclaimed dividend alongwith their due date for transfer to IEPF is provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

Ms. Priyanka, Company Secretary has been designated as the Nodal Officer under the provisions of IEPF Rules, details of which are available on the website of the Company at [www.tciexpress.in](http://www.tciexpress.in).

### EMPLOYEE STOCK OPTION PLAN (ESOP) AND CHANGE IN SHARE CAPITAL STRUCTURE

Presently, the Company has one (1) Employee Stock Option Plan-2016 ('ESOP-2016'), to attract and retain human capital by way of rewarding their performance and to motivate them to contribute to the overall growth and profitability of your Company. The Nomination and Remuneration Committee administers and monitors the Company's ESOP Plan.

During the financial year 2020-21, total 79,125 Options were exercised by the employees of the Company. Accordingly, the Nomination and Remuneration Committee approved allotment of 79,125 equity shares on July 13, 2020, against the Options exercised by the employees and consequent to such allotment paid up equity share capital of the Company increased to ₹ 7.69 Crores, divided in to 38,434,525 equity shares of ₹ 2 each. There was no change in the authorised capital of the Company during the year.

The details with regard to ESOP-2016 as on March 31, 2021, as required to be disclosed in terms of the provisions of the Act and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations'), is annexed as **Annexure-B** to this Board's Report. No employee was issued stock Options during the year equal to or exceeding one percent (1%) of the issued capital of the Company at the time of grant.

There is no material change in ESOP-2016 during the FY 2020-21 and has been implemented in accordance with the SBEB Regulations. The certificate from the Statutory Auditors of the

Company, confirming the compliance of SBEB Regulations with respect to the Company's ESOP- 2016, will be available for inspection through electronic mode. Any member interested in obtaining the same may write to the Company Secretary and the same will also be furnished on request.

The equity shares issued under ESOP-2016 rank pari passu with the existing equity shares of the Company. The Company's equity shares including those allotted during the year are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

During the period under review, the Company has not raised funds through preferential allotment or qualified institutions placement. Further, neither it has issued shares with differential voting rights nor has granted any sweat equity for the reporting period.

### DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED

The Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefits of employees. No disclosure was required under Section 67 of the Act read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company, as the provisions of the said Section are not applicable.

### SUBSIDIARY, HOLDING, JOINT VENTURE AND ASSOCIATE COMPANIES

As on March 31, 2021, the Company does not have any subsidiary or holding or joint venture or associate Company as defined under the Act.

### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### Board of Directors

The Company has an optimal combination of Executive Directors and Non-Executive Directors with varied professional backgrounds, representing a judicious mix of professionalism, knowledge and experience. The detailed information with regard to the Board's composition are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

#### Retirement by Rotation

Pursuant to the Section 152(6) of the Act read with the Articles of Association of the Company, Mr. Phool Chand Sharma (DIN-01620437), will retire by rotation at the ensuing AGM and being eligible, offered himself for re-appointment. The Board recommends his re-appointment.

#### Re-appointment

- (a) The Board of Directors of the Company at their meeting held on May 19, 2021, on recommendation and approval of Nomination and Remuneration Committee, have re-appointed Mr. Chander Agarwal, as Managing

Director of the Company for a further period of five (5) years effective from August 18, 2021 and approved the terms of his re-appointment including the remuneration, subject to approval of the members at this 13<sup>th</sup> AGM of the Company.

- (b) Further, the Board of Directors of the Company at their meeting held on May 19, 2021, on recommendation and approval of Nomination and Remuneration Committee, have re-appointed Mr. Ashok Kumar Ladha (DIN: 00089360), Mr. Murali Krishna Chevuturi (DIN: 01770851), Mrs. Taruna Singhi (DIN: 00635973) and Mr. Prashant Jain (DIN: 00769291), as Independent Directors of the Company, subject to approval of the members at this 13<sup>th</sup> AGM of the Company.

The brief profile accompanying terms and conditions including remuneration and information as required to be disclosed under Regulation 36(3) of the Listing Regulations and Secretarial Standard are provided in the Notice convening the AGM.

#### Declarations by Independent Directors

The Company has received declarations from all the Independent Directors under Section 149(7) of the Act and Rule 6(3) of the Companies (Appointment and Qualification of Directors), Rules 2014, read with the Listing Regulations, confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act.

The above declarations were placed before the Board and in the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

None of the Director(s) is disqualified as on March 31, 2021 in terms of Section 164(2) of the Act, from being appointed as a Director. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to the Corporate Governance Report, which forms an integral part of this Annual Report.

During the year under review, no Independent Director resigned before the expiry of his / her tenure in the Company.

#### Registration in Independent Directors Databank and Online Proficiency Self-Assessment Test

In accordance with the Section 150 of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have been registered and are members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs. Further, pursuant to the

Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2020, all the Independent Directors have been exempted by Indian Institute of Corporate Affairs from appearing Online Proficiency Self-Assessment Test, as they fulfilled the conditions for seeking exemption from appearing for the Online Proficiency Self-Assessment Test.

### Key Managerial Personnel (KMP)

The following persons have been continued as Key Managerial Personnel of the Company, pursuant to Section 2(51) and Section 203 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (a) Mr. Chander Agarwal-Managing Director
- (b) Mr. Mukti Lal-Chief Financial Officer
- (c) Ms. Priyanka-Company Secretary

During the period under review, no changes have been taken place in the category of KMP.

### PERFORMANCE EVALUATION

The Company believes that Board evaluation is the core driver necessity to promote change and deliver best practices. In this progress, an annual evaluation has been carried out during the year under review, in accordance with process and criteria of performance evaluation recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The evaluation was carried out on the basis of questionnaire prepared in alignment to the Act, Listing Regulations and the SEBI Circular dated January 05, 2017, which provides further clarity on the process of Board Evaluation ('SEBI Guidance Note'). Separate evaluation questionnaire for each category of evaluation viz. the Board, Committees of the Board and Directors (including Executive Directors, Non-Executive Non-independent Directors and Non-Executive Independent Directors) have been prepared with separate sets of questions (questionnaire) for each of the evaluation(s).

The results of above performance evaluation was presented to the Nomination and Remuneration Committee and the Board of Directors. The Nomination and Remuneration Committee and Board of Directors expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Directors, Board as a whole including Chairperson and its Committees.

#### Separate meetings of the Independent Directors

In compliance with the provisions of the Act and Regulation 25 of the Listing Regulations, a separate meeting of Independent Directors of the Company was held on May 08, 2020, inter alia, to discuss the following:

- (a) To review the performance of Non-Independent Directors, the various Committees of the Board and the Board as a whole;
- (b) To review the performance of the Chairperson of the Company;

- (c) To assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed their overall satisfaction towards the performance of other Directors and also expressed their satisfaction over the quality, quantity and timeliness of flow of information between the Company's Management and the Board, which includes its Committees and performance of Chairperson of the Company.

The performance evaluation of Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The Board of Directors based on the evaluation reports and recommendation of Nomination and Remuneration Committee, proposed for the re-appointment of Independent Directors for their second tenure of five (5) years.

#### Familiarization programme for Independent Directors

As stipulated under Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations, the Company familiarizes its Independent Directors with their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, risks and opportunities, through various presentations and programmes.

The Senior Management of the Company placed before the Board on quarterly basis, presentations on operational performance, strategies, budgets and business forecasts, etc. The Statutory and Internal Auditors of the Company also make quarterly presentations to the Board of Directors on financial statements and internal controls. The Board members including Independent Directors are also provided time to time with statutory reports, regulatory updates, policies and documents in order to enable them to have a better understanding of the Company.

The details of familiarization programme is available at the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>.

### MEETINGS OF BOARD AND SHAREHOLDER'S

The Board meets at regular intervals, at least once in a quarter to review strategic, operational and financial performance of the Company, apart from other agenda items. In case of business exigencies or matter of urgency, resolutions are passed by circulations, as permitted by law, which are confirmed in the next Board/Committee meeting.

During the FY 2021-21, the Board met four (4) times, details of which are given in the Corporate Governance Report, which is part of this Annual Report. The intervening period between any two consecutive Board meetings was within the maximum time gap prescribed under the Act, Regulation 17 of the Listing Regulations and Secretarial Standard.

The 12<sup>th</sup> AGM of shareholders of the Company was held on July 24, 2020 through video conference/ other audio visual means, without the physical presence of the members at a common venue, in compliance with General Circular No(s).



14/2020, 17/2020, 20/2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the SEBI, respectively.

### COMMITTEES OF THE BOARD

The Board of Company constituted the following Committees to focus on specific areas and take informed decisions in the best interests of the Company within authority delegated to each of the Committees:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Risk Management Committee
- (f) Share Transfer Committee

The details of composition of the said Committee(s), their terms of reference, meetings held and attendance of the Committee members thereat, during the financial year 2020-21 are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

### COMPLIANCE WITH SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118 of the Act, the Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems are adequate and operating effectively.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- (a) That in the preparation of the annual financial statements for the financial year ended March 31, 2021, all the applicable Accounting Standards have been followed and there were no material departures therefrom;
- (b) That such accounting policies have been selected and applied consistently and judgment & estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit and loss of the Company for the financial year ended on that date;
- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any;
- (d) That the annual financial statements have been prepared under the going concern assumption;
- (e) That proper internal financial controls are in place and that the financial controls are adequate and are operating effectively;

- (f) That proper system has devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### ETHICS & WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has formulated a Policy on ethics and whistle blower, which is in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations. The Company through its whistle blower mechanism develops a culture which is safe for all employees and to raise concerns about any unethical or unacceptable practice or any event of misconduct or fraud.

The detail of whistle blower/ vigil mechanism is explained in the Corporate Governance Report, which is part of this Annual Report and also posted on the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>

### NOMINATION AND REMUNERATION POLICY

In adherence to the provisions of Section 134(3) and 178 of the Act, the Board of Directors upon recommendation of the Nomination and Remuneration Committee approved a Policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other related matter. The salient features of the Policy are explained in the Corporate Governance Report, which is part of this Annual Report. The Policy can be accessed at <https://www.tciexpress.in/tci-express-polices.asp>

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is always committed to promote a work environment free from discrimination and harassment based on gender thereby providing a friendly workplace environment. It has zero tolerance for any form of harassment including sexual harassment, child labour, forced labour, discriminatory employment and provides protection against such harassment.

Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has created a Policy for the prevention of sexual harassment and constituted an Internal Complaints Committee to oversee the implementation of anti sexual harassment practices, deliberate and resolve complaints on sexual harassment at workplace and recommend disciplinary actions, if any to the Company.

During the period under review, the Company has not received any complaint pertaining to sexual harassment in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34(2)(e) of the Listing Regulations, Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of the Annual Report and provides a detailed analysis on the performance of the business and outlook.

## REPORT ON BUSINESS RESPONSIBILITY AND ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG)

In terms of the provisions of Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report, describing the initiatives taken by the Company for environmental, social and governance perspective, forms an integral part of this Annual Report.

The Company has an elaborate ESG Report that details the efforts of the Company on sustainability and is also available on its website at [www.tciexpress.in](http://www.tciexpress.in).

## CORPORATE GOVERNANCE REPORT

In terms of the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations, a separate Report on Corporate Governance practices followed by the Company, together with a certificate from the Practicing Company Secretary, M/s. Sanjeev Bhatia & Associates, on compliance with Corporate Governance norms under the said Listing Regulations, is presented in a separate section, forming part of the Annual Report.

## AUDITORS

### Statutory Auditors and their Report

The members of the Company at their 12<sup>th</sup> AGM held on July 24, 2020, have re-appointed M/s. R.S. Agarwala & Co., Chartered Accountants (ICAI Firm Registration No. 304045E) as the Statutory Auditors of the Company for a period of five (5) years, commencing from the conclusion of 13<sup>th</sup> AGM till the conclusion of 17<sup>th</sup> AGM to be held in the year 2025.

The Auditors have issued their report on the standalone financial statements for the financial year ended March 31, 2021, with an unmodified opinion and do not contain any qualification, observation or adverse remarks or disclaimer that may call for any explanation from the Board of Directors. The Auditors' Report is enclosed with the financial statements in this Annual Report.

The Auditors have not reported any matter under Section 143(12) of the Act and therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

### Secretarial Auditors and their Report

Pursuant to the provisions of Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations, the Board has appointed M/s. Vinod Kothari & Company, Practicing Company Secretaries (Unique Code-P1996WB042300) to conduct the Secretarial Audit of the Company for the financial year 2020-21. The Secretarial Auditors have submitted their report as provided under **Annexure-C** to this Board's Report, confirming compliance by the Company of all the provisions of applicable laws.

The Secretarial Audit Report does not contain any qualification, observation or adverse remarks or disclaimer that may call for any explanation from the Board of Directors.

### Annual Secretarial Compliance Report

The Company has undertaken an audit for the financial year ended March 31, 2021 with all applicable compliances as per SEBI's Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by M/s. Sanjeev Bhatia & Associates, Practicing Company Secretary, has been submitted to the Stock Exchanges within sixty (60) days of the end of the financial year and same is annexed as **Annexure-D** to this Board's Report.

### Internal Auditor

Pursuant to Section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014, Mr. Krishan Pal Garg, a qualified Chartered Accountant professional in whole time employment of the Company, acts as Internal Auditor of the Company. He placed before the Audit Committee on quarterly basis, a report on internal audit. Further, summary of significant audit observations along with recommendations and its implementations are also being reviewed by the Audit Committee.

There were no adverse remarks or qualifications on accounts of the Company from the Internal Auditor.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control system, commensurate with the size, scale and complexity of its operations and this system is periodically reviewed by the Management and audited by the Internal Auditor. The internal control system is supplemented by internal audits. At quarterly rest, the Internal Auditors present to the Audit Committee, an internal audit report along with audit observations thereon.

The Audit Committee, Senior Management and Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company with reference to the financial statement, its compliance with standard operating procedures, accounting procedures and policies. The Company focusses on the implementation of the necessary systems and controls to strengthen the system and prevent such recurrence.

During the year under review, no reportable material weakness in the operation was observed. Further, Statutory Auditors verified the systems and processes and confirmed that the internal financial controls system over financial reporting are adequate and such controls are operating effectively. Based on the framework of internal financial controls, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2020-21 for ensuring the orderly and efficient conduct of its business including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial disclosures.

## RISK MANAGEMENT

The Company has an established comprehensive risk management system to identify and evaluate the key risks existed with the operations of the Company. With an objective of mitigating the identifiable business risk, the Board of Company has constituted the Risk Management Committee and formulated the Risk Management Policy.

The Committee reviews and assesses significant risks on regular basis to ensure that a robust system of risk controls and mitigation is in place. The Audit Committee has an additional oversight in the area of financial risks and controls. The Senior Management of the Company periodically reviews this risk management framework to keep updated and addresses emerging challenges. The risk management framework followed by the Company is detailed in the Management Discussion and Analysis section, forming an integral part of this Annual Report.

## COST RECORD

The provisions of cost audit and maintenance of cost records as specified by the Central Government under Section 148(1) of the Act, are not applicable to the Company and hence such accounts and records are not required to be maintained by the Company.

## PUBLIC DEPOSITS

The Company has not accepted any public deposits within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, accordingly no amount of principal or interest on public deposits was outstanding as on the date of financial statements.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or provided any security falling under Section 186 of the Act. However, investments made during the FY 2020-21 is provided in the financial statement, which is part of this Annual Report.

## CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES

All transactions with Related Parties are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are unforeseeable and of repetitive nature. The transactions entered into pursuant to the approvals so granted are subjected to review and a statement giving details of all Related Party Transactions is placed before the Audit Committee and the Board of Directors on a quarterly basis. The statement is supported by a certificate from the Internal Auditor.

All contracts/arrangements/transactions entered into by the Company with the Related Parties were at arm's length and in the ordinary course of business. Further, there is no material transaction with any Related Party entered that is required to be disclosed under form AOC-2. The details of Related Party Transactions that were entered during financial year 2020-21, are given in the notes to the financial statements as per Ind AS 24, which is part of this Annual Report.

Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed half yearly reports on Related Party Transactions with the Stock Exchanges, for the period ended September 30, 2020 and March 31, 2021, respectively.

## CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility (CSR) Committee and also formulated a Corporate Social Responsibility Policy (CSR Policy).

The Board has revised the CSR Policy on the basis of recommendation provided by the CSR Committee to incorporate amendments based on the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. The Policy can be accessed at the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>.

The brief outline of the CSR Policy and initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure- E** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. For composition and scope of CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, are provided as **Annexure -F** to this Board's Report.

## SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed against the Company by the Regulators or Courts or Tribunals during the year ended March 31, 2021, which would impact the going concern status of the Company and its future operations. However, Members' attention is drawn to the statement on contingent liabilities and commitments in the Notes forming part of the financial statements.

## PARTICULARS OF EMPLOYEES

The Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure-G**.

In terms of second proviso to Section 136(1) of the Act, the Board's Report is being sent to the members and others entitled thereto excluding the information for top ten (10) employees in terms of remuneration drawn, mentioned in Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The above said disclosure will be available for electronic inspection without any fee by the Members from the date of circulation of Notice of AGM and up to the date of AGM. They can also send their request at designated e-mail at [secretarial@tcipress.in](mailto:secretarial@tcipress.in), accordingly, the Company will arrange to make the copy available to the Shareholders.

## HUMAN RESOURCES

The Company firmly recognizes that human capital plays a key role in developing, reinforcing and changing the culture of an organisation. The Company has embarked on several human resource initiatives to enhance the productivity of the organization. Human resources (HR) performs an important role in achieving the required growth for the business through strong and well-structured HR processes such as Talent Acquisition, Training & Deployment, Compensation & Benefits (including the ESOP scheme) and Talent Development.

The Company strives to impart regular training, knowledge and support in areas of functional and technical development. The Company extensively invests in training programmes and learning modules. It has well defined policies for all stages of employee life cycle, which run at four (4) developmental centers, including functional training, behavioral trainings, skill building trainings and orientation training.

The Company endeavors to provide a safe, conducive, and productive work environment. The pandemic accelerated a new approach for everyone to embrace a different sort of working behavior. Considering the health and safety of the employees, the Company has also implemented work from home Policy. The HR department of the Company was continuously in touch with the employees to guide them and solve their problems. The Company has implemented a systematic operating plan to deal with the pandemic. Post lockdown, all advisories and

directions issued by both State and Central Government have been followed which include social distancing, wearing masks, sanitization, health monitoring, etc. The HR Department has also placed digital interventions to ensure smooth functioning of the working of the employees from their home. The Company is now geared to create a digitally-enabled workplace to the extent possible, with seamless virtual collaboration. The Company consciously works and maintains harmonious industrial relations at its offices and has been certified as a 'Great Place to Work' for the second time for the period April 2020-21.

## APPRECIATION

Your Directors place on record their sincere appreciation for the assistance and guidance provided by all the stakeholders, stock exchanges, depositories, investors, statutory bodies, financial institutions and banks, customers, vendors and business associates.

We also place on record our sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company. They are the key reason behind the success of the Company and contribute to scale new heights, year after year. Their commitment and contribution is deeply acknowledged. We look forward to their continuing support and involvement.

For and on behalf of the Board  
**TCI Express Limited**

Place: New Delhi  
 Date: May 19, 2021

**D.P Agarwal**  
 Chairperson  
 (DIN: 00084105)



# Annexure-A

## DIVIDEND DISTRIBUTION POLICY

[Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### INTRODUCTION

Dividend Distribution Policy (the '**Policy**') will regulate the process of dividend declaration and its pay-out by TCI Express Limited (the '**Company**') in accordance with Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This Policy on dividend distribution has been formulated and approved by the Board of Directors at its meeting held on May 22, 2019.

### PREAMBLE

Dividend is the payment made by a Company to its shareholders, usually in the form of distribution of its profits. The profits earned by the Company can either be booked in business or used for acquisitions, growth or expansion, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the residual among its shareholders as dividend. This Policy aims to reconcile between all these requirements.

The Policy shall not apply to:

- Determination and declaring dividend on preference shares as the same will be as per the terms of issue approved by the shareholders;
- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.

### DEFINITIONS

- 'Act'** means the Companies Act, 2013 and Rules made thereunder, including any amendments or modifications thereof.
- 'Board of Directors'** or **'Board'** means the collective body of the Directors of the Company.
- 'Company'** mean TCI Express Limited.
- 'Dividend'** shall mean Dividend as defined under the Companies Act, 2013.
- 'Policy'** means, 'Dividend Distribution Policy'.
- 'SEBI Regulations'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

### PARAMETERS FOR DECLARATION OF DIVIDEND

The Board shall consider the following parameters before declaring or recommending dividend to shareholders:

#### A. FINANCIAL PARAMETERS/INTERNAL FACTORS

The Board of Directors of the Company would consider the following financial parameters before declaring or recommending dividend to shareholders:

- Net operating profit after tax;
- Working capital requirements;
- Capital expenditure requirements;
- Resources required for business expansion;
- Cash flow required to meet eventualities;
- Outstanding borrowings;
- Past dividend trends ; and
- Any other factor and/or material events as considered fit by the Board.

#### B. EXTERNAL FACTORS

The Board would consider the following external factors before declaring or recommending dividend to shareholders:

- State of Economy-** In case of uncertain or in depressing economic and industry conditions, Board will strive to reserve larger part of profits to build up reserves to absorb future shocks;
- Capital Markets-** When the markets are favorable, dividend payout can be liberal. However, in case of critical market conditions, Board may resort to a conservative dividend payout in order to preserve cash outflows;
- Statutory Restrictions-** the Board will keep in mind the limits imposed by the Act with regard to declaration of dividend;
- Government Policies-** Changes in Government policies, regulatory provisions and tax rates;
- Competitive Environment-** Any changes in the competitive environment requiring significant investment.

### CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The shareholders of the Company may not expect dividend under the following circumstances:

- Significantly higher working capital requirements adversely impacting free cash flow;
- When the Company undertakes any acquisitions or joint ventures requiring substantial allocation of capital;

- c) When the Company commences or proposes to commence a significant expansion project requiring higher allocation of capital;
- d) When the Company proposes to apply surplus cash for buy-back of securities; or
- e) In the event of inadequacy of profits or whenever the Company has suffered losses.

**UTILISATION OF RETAINED EARNINGS**

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of dividend, after having due regard to the parameters laid down in this Policy and in compliance with Section 123 of the Act.

**PARAMETERS TO BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES**

The Company has only equity shares and does not currently have any other class(s) of share(s).

**DISCLOSURES**

The Company shall make such disclosures on its website, in the Annual Report and at such other places as may be required under the Act and SEBI Regulations and such Acts, Rules and Regulations as may be applicable on the Company from time to time including any amendments thereto.

**AMENDMENTS**

The Board of Directors may amend this Policy, as and when deem fit.

# Annexure-B

## EMPLOYEE STOCK OPTION PLAN (ESOP-2016)

[Pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014]

Sr. no	Particulars	Disclosure
1	Date of shareholder's approval	November 4, 2016
2	Total number of Options approved under the plan	9,57,218
3	Vesting requirements	The vesting period shall commence after one (1) year from the date of grant of Options and may extend upto five (5) years from the date of each grant in the manner prescribed by the Nomination and Remuneration Committee.
4	Exercise price or pricing formula	The exercise price will be the market price of the equity shares one day before the date of meeting of the Nomination and Remuneration Committee, wherein the grants of Options of that particular year will be approved, after providing suitable discount or charge premium on such price as arrived above. However, in any case the exercise price shall not go below the par value of equity share of the Company.
5	Maximum term of Options granted	The vesting of Options granted will take place within a maximum period of five (5) years from the date of grant.
6	Sources of shares	Primary
7	Variation in terms of Options	During the year, no amendment/ modification/ variation has been made in terms of Options granted by the Company.
8	Method used for accounting of ESOP	The Company has calculated the employee compensation cost using the fair value method of accounting for the Options granted.

### Options Movement during the financial year 2020-21

Sr. no	Particulars	ESOP-2016 Part-I	ESOP-2016 Part-II	ESOP-2016 Part-III	ESOP-2016 Part-IV
1	Number of Options outstanding at the beginning of the period i.e. April 1, 2020	29,200	54,775	98,000	-
2	Number of Options granted during financial year 2020-21	-	-	-	20,000
3	Number of Options forfeited/lapsed during financial year 2020-21	1600	600	750	-
4	Number of Options vested during financial year 2020-21	29,200	23,475	29,400	-
5	Number of Options exercised during financial year 2020-21	27,600	22,875	28,650	-
6	Number of shares arising as a result of exercise of Options	27,600	22,875	28,650	-
7	Amount realized by exercise of Options, if scheme is implemented directly by the Company (in ₹)	62,10,000	58,78,875	96,83,700	-
8	Loan repaid by the trust during the year from exercise price received	Not Applicable			
9	Number of Options outstanding at the end of the year i.e. March 31, 2021	Nil	31,300	68,600	20,000
10	Number of Options exercisable at the end of the year i.e. March 31, 2021	Nil	31,300	68,600	20,000

11	Employee's details who were granted Options during the year					
Sr. no	Particulars	ESOP-2016 Part-I	ESOP-2016 Part-II	ESOP-2016 Part-III	ESOP-2016 Part-IV	
(a)	Key Managerial Personnel/ Senior Managerial Personnel (KMP/SMP) along with details for Options granted amounting to 5% or more of the Options granted during the year	Name of KMP/SMP			Options granted	% to total grants
		Mr. Mukti Lal			5,000	> 5%
		Mr. Pabitra Mohan Panda			2,500	> 5%
		Mr. L. Murali Krishna			2,000	> 5%
		Mr. Vikas Sharma			1,000	≥ 5%
		Mr. Krishan Pal Garg			500	< 5%
(b)	Identified employees who were granted Option, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant	None				
12	Diluted earnings per share (EPS) pursuant to issue of shares on exercise of Options (in ₹)	15.24	19.00	23.19	26.15	
13	Where the Company has calculated employees compensation cost using the intrinsic value of stock Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if they had used fair value of the Options. The impact of this difference on EPS of the Company	Not Applicable				
14	Weighted average exercise price of Options whose exercise price is less than market price (in ₹)	225.00	257.00	338.00	511.00	
15	Weighted average fair value of Options whose exercise price is less than market price (in ₹)	245.72	315.93	366.02	513.96	

16 Method and assumptions used to estimate the fair value of Options granted during the year									
The fair value has been calculated using black-scholes option pricing model. The assumptions used in the model are as follows:									
Date of grant	23.05.2017			25.05.2018			22.05.2019		
Vesting Particulars	(1)	(2)	(3)	(1)	(2)	(3)	(1)	(2)	(3)
Vesting percentage	30%	30%	40%	30%	30%	40%	30%	30%	40%
Risk free interest rate (in %)	6.48	6.56	6.68	7.08	7.51	7.66	6.40	6.53	6.82
Expected life (in years)	1.08	2.08	3.08	1.08	2.08	3.09	1.08	2.08	3.09
Historical volatility (in %)	32.08	32.08	32.08	41.84	41.84	41.84	31.37	35.10	37.92
Expected dividend yield (in %)	0.26	0.26	0.26	0.20	0.20	0.20	0.42	0.42	0.42
Price of the underlying share in market at the time of grant	440.85			530.00			657.85		

# This grant relates to ESOP-2016 (Part-IV) only, Other than above, none of employee was granted Options amounting to 5% or more of the total Options of 20,000 granted during FY 2020-21.



# Annexure-C

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**TCI Express Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TCI Express Limited** [hereinafter called '**the Company**'] for the financial year ended March 31, 2021 ('period under review') in terms of audit engagement letter dated August 31, 2020. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has, during the Period under Review, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Period under Review, according to the provisions of applicable law provided hereunder:

- 1 The Companies Act, 2013 ('the Act') and the rules made thereunder including any re-enactment thereof;
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3 The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- 4 Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- 5 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations');
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.

- 6 Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:

- (a) The Carriage by Road Act, 2007;
- (b) Motor Vehicles Act, 1988;

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

### We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the Period under Review.

Adequate notice is given to all directors to schedule the Board Meetings and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no instance of dissent in Board or Committee meetings.

**We further report that** there are adequate systems and processes in the Company, which commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Period under Review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

**i. Issue of Equity Shares under ESOP Scheme:**

During the period under review, the Company allotted 79,125 (Seventy Nine thousand One hundred and Twenty Five) Equity Shares of INR 2 each in accordance with Employee Stock Option Scheme 2016.

Place: Mumbai

Date: May 15, 2021

**For M/s Vinod Kothari & Company**  
Practicing Company Secretaries  
Unique Code: P1996WB042300

**Vinita Nair**

Senior Partner

Membership no: F10559

Certificate of practice no: 11902

UDIN: F010559C000325621

Peer Review Certificate no: 781/2020

Note: This report is to be read with our letter of even date which is annexed as Annexure 'I' and forms an integral part of this report.

# Annexure-I

[Annexure to Secretarial Audit Report (Non-qualified)]

To,  
The Members,  
**TCI Express Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

- 1 Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in **Annexure II**;
- 2 We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- 3 Our audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
- 4 Wherever our audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication/inspection. Wherever for the purposes of our Audit, there was a need for physical access to any of the places of business of the Company, the same was not possible due to the lockdowns and travel restrictions imposed by Central and State Governments respectively. We have conducted online verification & examination of records, as facilitated by the Company, due to COVID 19

and subsequent lockdown situation for the purpose of issuing this Report.

- 5 We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
- 6 Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
- 7 The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
- 8 Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
- 9 The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
- 10 The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

# Annexure-II

[Annexure to Secretarial Audit Report (Non-qualified)]

## List of Documents

- 1 Online inspection of the signed minutes for the meetings of the following held during the period under review:
  - (a) Board of Directors;
  - (b) Audit Committee;
  - (c) Nomination and Remuneration Committee;
  - (d) Corporate Social Responsibility Committee;
  - (e) Risk Management Committee;
  - (f) Stakeholders Relationship Committee;
  - (g) Annual General Meeting;
- 2 Agenda papers for Board and Committee meetings along with notice on a sample basis;
- 3 Annual Report for financial year 2019-20;
- 4 Directors disclosures under Act, 2013 and rules made thereunder;
- 5 Forms filed with ROC;
- 6 Policies/ Codes framed under SEBI regulations;
- 7 Periodic reports/disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015;
- 8 Disclosures required to be made under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
- 9 Forms filed under the Foreign Exchange Management Act, Rules and Regulations made thereunder with Authorised Dealer Bank and RBI.

# Annexure-D

## ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors,  
**TCI Express Limited**  
TCI House, Plot No. 69,  
Sector -32, Institutional Area, Gurugram-122001

**I, Sanjeev Bhatia, a Practicing Company Secretary, have examined:**

- all the documents and records made available to me and explanation provided by **TCI Express Limited** ('listed entity');
- the filings/ submissions made by the listed entity to the stock exchanges;
- website of the listed entity; and
- any other document/ filing, as may be relevant, which has been relied upon to make this certification;

And for the financial year 2020-21 ('Review Period') in respect of compliance with the provisions of:

- Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI')

The specific Regulations as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

And based on the above examination, I hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However in the absence of transaction relating to buyback of securities, issue of Non-Convertible and Redeemable Preference Shares and listed Debt securities during the review period, the compliance of the relevant regulations mentioned above do not arise.
- The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- No action was taken against the listed entity and/ or its Promoters/Directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. The Company does not have any material subsidiary as on March 31, 2021.
- No observations were made in the previous report for the financial year ended on March 31, 2020.
- I, further report the listed entity has re-appointed Statutory Auditor of the Company at its Annual General Meeting held on July 24, 2020 and duly complied with the terms of re-appointment as prescribed by the SEBI vide its Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**For Sanjeev Bhatia & Associates**  
Company Secretaries

**Sanjeev Bhatia**

Place: Gurugram

Proprietor

Date: May 01, 2021

Certificate of practice no: 3870

UDIN: F005214C000221331



# Annexure-E

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1 Brief outline on CSR Policy of the Company:

The Company recognize CSR as its continuing commitment to behave ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large. The Company also understands that its business activities have extensive impact on the society in which it operates, and therefore an effectual practice is required giving due consideration to the welfare of its stakeholders. Therefore, it is committed to its stakeholders to conduct its business in a conscientious manner that builds a sustained optimistic impact on society.

The Company acknowledges its roots and tirelessly works to address the needs and aspirations of the less privileged communities across the nation. We have multipronged CSR strategy that focuses on education, preventive health, Olympic sports, skill and rural development in coherence with Schedule VII to the Act.

The Company undertakes its CSR programme under the aegis of TCI Foundation and TCI Charities (Group Foundation), public trust and registered under the Act. All CSR initiatives are overseen and implemented by the Group Foundation. The Company will continue to support these social projects that are consistent with the Policy and Section 135 read with Schedule VII to the Act.

### 2 Composition of the CSR Committee:

Sr. no	Name of the Director	Designation	Position	Number of meetings	
				Held	Attended
i	Mr. D.P Agarwal	Non-Executive Director	Chair person	1	1
ii	Mrs. Taruna Singhi	Non-Executive Independent Director	Member	1	1
iii	Mr. Chander Agarwal	Executive Director	Member	1	1

### 3 Provide the web-link where composition of CSR committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company:

These details are disclosed on the Company's functional website at [www.tciexpress.in](http://www.tciexpress.in).

### 4 Provide the details of impact assessment of CSR projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

The Company at present is not required to carry out impact assessment in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

### 5 Details of the amount available for set-off in pursuance of Rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:

(₹ in Crores)

Sr. no	financial year	Amount available for set-off from preceding financial years	Amount required to be set-off for the financial year
i	Prior to 2020-21	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>

6	Average net profit of the Company as per Section 135(5) of the Act:	₹ 102.50 Crores
7	(a) Prescribed CSR expenditure of the Company as per Section 135(5) of the Act:	₹ 2.05 Crores
	(b) Surplus arising out of the CSR projects/programmes/activities of the previous financial years:	Nil
	(c) Amount required to be set off for the financial year, if any:	Nil
	(d) Total CSR obligation for the financial year (7a+7b-7c):	₹ 2.05 Crores

## ANNUAL REPORT 2020-21

8 (a) CSR amount spent or unspent for the financial year:

(₹ in Crores)

Total amount spent for the FY2020-21	Amount Unspent				
	Total amount transferred to unspent CSR account as per Section 135(6) of the Act		Total amount transferred to fund specified under Schedule VII as per second proviso to section 135(5) of the Act		
	Amount	Date of transfer	Name of fund	Amount	Date of transfer
2.05	Not applicable		Not applicable		

(b) Details of CSR amount spent on ongoing projects for the financial year:

(₹ in Crores)

Sr. no	Name of Project	Item from list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the project	Project duration	Amount allocated for project	Amount spent in current f.y	Amount transferred to unspent CSR account for project as per Section 135(6) of the Act	Mode of Implementation
									Direct (Yes/No) Through Implementing Agency
-									

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(₹ in Crores)

Sr. no	Name of Project	Item from list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the project		Amount allocated for the project	Amount spent in current f.y	Amount transferred to unspent CSR account for project as per Section 135(6) of Act	Mode of Implementation	
				State	District				Direct (Yes/No)	Through Implementing Agency
i	Shiksha	Promoting Education	Yes	Jharkhand	Khunti	0.75	0.75	-	No	
ii	Kavach	Promoting preventive healthcare	Yes	Bihar	Patna	0.05	0.05	-	No	
iii	Saksham	Empowering women, employment, enhancing vocational skills	Yes	Jharkhand	Khunti	0.05	0.05	-	No	TCI Foundation (Reg. No. CSR00000298)
iv	Shorya	Promoting sports training for nationally recognized and Olympic sports	Yes	Rajasthan	Churu	0.75	0.65		No	
v	Sam-roopta	Rural Development and related activities	Yes	Andaman	Port Blair	0.50	0.55	-	No	TCI Charities (Reg. No. CSR00008941)

(d) Amount spent in administrative overheads:

Nil

(e) Amount spent on impact assessment, if applicable:

Not applicable

(f) Total amount spent for the financial year (8b+8c+8d+8e):

₹ 2.05 Crores

(g) Excess amount for set off, if any:

Nil

Sr. no.	Particulars	(₹ in Crores)
i	Two percent of average profit of the Company as per Section 135(5) of the Act	2.05
ii	Total amount spent for the financial year	2.05
iii	Excess amount spent for the financial year [(ii)-(i)]	Nil
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

- 9 (a) Details of unspent CSR amount for the preceding three financial years: (₹ in Crores)

Sr. no	Preceding f.y	Amount transferred to unspent CSR account as per Section 135(6) of the Act	Amount spent in the reporting f.y	Amount transferred to fund specified under Schedule VII as per Section 135(6) of the Act, if any			Amount remaining to be spent succeeding f.y
				Name of the Fund	Amount	Date of transfer	
i	2019-20	-	1.75	-	-	-	-
ii	2018-19	-	1.00	-	-	-	-
iii	2017-18	-	0.50	-	-	-	-

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial years: (₹ in Crores)

Sr. no	Project ID	Name of Project	F.y in which the project was commenced	Project duration	Total amount allocated for project	Amount spent on the project in the reporting f.y	Cumulative amount spent at the end of reporting f.y	Status of the project (Completed / Ongoing)
Not Applicable								

- 10 In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details):

Sr. no	Particulars	Details
i	Date of creation or acquisition of the capital asset(s)	05.03.2021
ii	Amount of CSR spent for creation or acquisition of the capital asset(s)	₹ 0.55 Crores
iii	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	TCI Charities
iv	Details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	Portblair Tehsil, South District, Andaman

- 11 Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5) of the Act: The Company has spent the statutory amount within the ambit of Section 135(5) of the Act.

Place: New Delhi  
Date: May 19, 2021

**D.P Agarwal**  
Chairman of the Committee  
(DIN: 00084105)

**Chander Agarwal**  
Managing Director  
(DIN: 00818139)

# Annexure-F

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014]

### A. Conservation of Energy

The Company primarily engaged in logistics and transportation services and its operations are not energy intensive prime facie, however every effort is taken to conserve energy in all possible ways. At TCI Express Limited, we are committed to manage environmental and social footprint in our operations. We are focused on enhancing operational efficiencies through automation and digitization. The Company continuously strive to implement energy efficient equipment, non-conventional energy sources and alternate nonpolluting fuel etc. We continue to make investments in renewable energy, manage our carbon footprint and engage with the community to adopt environment-friendly practices. During the year under review, the Company has implemented various energy-saving devices and systems, which help in conserving energy, these efforts are elaborated in the Business Responsibility Report, forming an integral part of this Annual Report.

### B. Technology Absorption, Adoption and Innovation

The Company is continuously adopting latest technologies with innovation for achieving maximum Automation, Digitalization and Operational Excellence. The details of technology absorption and innovation adopted by the Company, during the year are as hereunder:

**Digitalization:** The Company has successfully implemented the Digital Printed Docket and Packet Labels at PAN India level. This has removed hand-written Dockets and Labels which ensures accurate single version information availability in system.

**Operations Excellence:** The Company has successfully integrated different transport modes like Surface, Air and Rail Operations Modules with centralized ERP system. It

has installed GPS system in its vehicles and integrated with the centralized GPS systems for better visibility, availability and manageability of operations with enhanced Customer Delight. API integration with Customers ERP as per their requirements is a continuous task and many new customers are added. The Company has implemented Business & Operations Dashboards using Data Analytics for operations excellence.

**E-Invoicing:** The Company has successfully implemented the new e-Invoice system by integrating its ERP System with GST Portal for implementing error-free invoicing system. It has implemented the QR code in all receivable documents for providing Customers different payment options. This has significantly reduced the Cash handling also.

**Virtual Meetings:** The Company has extensively used video conferencing tools for conducting meetings with its employees, Customers and stakeholders during Covid-19 pandemic. These tools have helped a lot in collaborating with different stakeholders and running its operations as normal.

### C. Foreign Exchange Earning and Outgo

The Details of foreign exchange earnings and outgo as required under section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as under:

(₹ In Crores)		
Particulars	2020-21	2019-20
Foreign exchange outgo	1.65	3.77
Foreign exchange earnings	0.65	-



# Annexure-G

## PARTICULARS OF EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

### 1 Remuneration disclosures of the Directors and Key Managerial Personnel employees as per Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name of the Director/KMP	Designation	Remuneration for the FY2020-21 (₹ in Crores)	% increase in remuneration over last year	Ratio of remuneration of Directors with median remuneration of employees
Mr. Chander Agarwal	Executive Director	6.680	a) & iii) (13.25)	364.20
Mr. D.P Agarwal	Non-Executive Director	0.055	10.00	3.00
Mr. Vineet Agarwal	Non-Executive Director	0.055	10.00	3.00
Mr. Phool Chand Sharma	Non-Executive Director	0.055	10.00	3.00
Mr. Murali Krishna Chevuturi	Independent Director	0.055	10.00	3.00
Mr. Ashok Kumar Ladha	Independent Director	0.055	10.00	3.00
Mrs. Taruna Singhi	Independent Director	0.055	10.00	3.00
Mr. Prashant Jain	Independent Director	0.055	10.00	3.00
Mr. Mukti Lal	Chief Financial Officer	b) 00.75	-	N.A
Ms. Priyanka	Company Secretary	00.09	-	N.A

a) Mr. Chander Agarwal has voluntarily waived off his salary for Q1, hence emoluments of Q1 has not been considered.

b) This includes perquisite value of 'ESOP-2016', exercised during the FY 2020-21.

c) Sitting fees paid to Non-Executive including Independent Directors during the financial year is not considered as remuneration for ratio calculation purpose, hence commission paid to them is reported above.

- The percentage increase in the median remuneration of employees during the financial year 2020-21: 6.54%
- The number of permanent employees on the rolls of Company as on March 31, 2021: 2709
- The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the financial year 2020-21, in a move aimed to bolstering the Company's effort and plan to mitigate the financial impact from the disruption caused by Covid-19 pandemic, Mr. Chander Agarwal-Managing Director, has opted to forego his salary for the period of three (3) months, effective from April 01, 2020 to June 30, 2020. Also, no increase was proposed to the remuneration of KMP's and SMP's. However, recognizing the dedicated efforts and contribution made by the employees of the Company at all level of operations, even in tough time of global pandemic, the management of Company disbursed an average increment of 6.54 % as compare to 15.49 % in the previous year 2019-20.

Apart from employees, there was an increment of 10% in commission payment of Non-Executive Directors for the financial year 2020-21 as compare to no increments for the previous year 2019-20.

- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for the Directors, KMP's/SMP's and other employees.

### 2 Particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- In terms of proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of top ten (10) employees in terms of remuneration drawn shall be made available to any shareholder on a specific request made by him/her in writing before the date of AGM wherein financial statements for the financial year 2020- 21 are proposed to be adopted by shareholders and such particulars shall be made available by the Company within three (3) days from the date of receipt of such request from shareholders.
- Details of employees employed throughout the financial year who were in receipt of the remuneration for that year which, in aggregate, was not less than ₹ 1.02 Crore: None

- (iii) Details of employees employed for a part of the financial year and who were in receipt of the remuneration during for that financial year at a rate not less than ₹ 8,50,000 per month: None
- (iv) Particulars of employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: None

For and on behalf of the Board  
**TCI Express Limited**

Place: New Delhi  
Date: May 19, 2021

**D.P Agarwal**  
Chairperson  
(DIN: 00084105)

# Corporate Governance Report

## COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is the acceptance by management of the inalienable rights of shareholders as the true owners of the corporation and of their own role as trustees on behalf of the shareholders. It is about commitment to values, ethical business conduct and making a distinction between personal and corporate funds in the management of a Company.

We, at **TCI Express Limited** ('the Company') recognized that **GROWTH** requires the cooperation of all the stakeholders and such cooperation is enhanced by the corporation adhering to the best corporate governance practices. The Company's vision is always be a customer oriented with a proven commitment to excellence in every facet of activity and pursuit of value based policies to satisfy aspirations of society, customers, vendors, employees, shareholders and the transport industry. While adhering to our core values of Transparency, Accountability, Excellence, Business Ethics, Social & Environment Responsibility, these principles on Corporate Governance have been the guiding force for whatever we do and shall continue to do so in the years to come.

The Company is in compliance with requirements of the guidelines on Corporate Governance stipulated under Chapter IV read with Schedules of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time with respect to Corporate Governance. A report on the Company's compliance with the applicable Corporate

Governance provisions for the financial year 2020-21, is given hereunder.

## BOARD OF DIRECTORS AND THEIR SKILLS/EXPERTISE/COMPETENCIES

The Board of Company consists of an optimal blend of Executive and Non-Executive Directors with an appropriate balance of skills, experience, diversity and independence. The Company acknowledges the benefits of diverse Board to generate effective discussion, strategy and good governance. The Non-Executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons having requisite qualifications and competencies in the areas of finance, accounting, regulatory matters, sustainability, operations, strategy, governance and other disciplines related to the Company's business. They actively participate at the Board and Committee meetings by providing valuable guidance to the Company's management as also monitors the performance of the Company with the objectives of creating long term value for the Company's stakeholders.

Brief profile of each Director(s) is available on the website of the Company at [www.tciexpress.in](http://www.tciexpress.in). In the given table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a Director's name does not necessarily mean that he/she does not possess the corresponding qualification or skill.

Name of the Directors	Area of Expertise						
	Industry specific	Accounting & finance	Governance sustainability	Management skills	Regulatory matters	Astute analytical abilities	Economic know how
Mr. D.P Agarwal	✓	✓	✓	✓	✓	✓	✓
Mr. Chander Agarwal	✓	✓	✓	✓	✓	✓	✓
Mr. Vineet Agarwal	✓	✓	✓	✓	✓	✓	✓
Mr. Phool Chand Sharma	✓	✓	✓	✓	✓	✓	✓
Mr. Murali Krishna Chevuturi		✓	✓		✓	✓	✓
Mr. Ashok Kumar Ladha		✓	✓		✓	✓	✓
Mrs. Taruna Singhi		✓	✓	✓	✓	✓	✓
Mr. Prashant Jain		✓	✓	✓	✓	✓	✓

## Composition and Board/Committee Position

The composition of the Board is in accordance with the requirements set forth by Regulation 17 (1) of the Listing Regulations and the Act. As on March 31, 2021, the Company's Board comprised of eight (8) Directors, of which one (1) is Executive Director (Managing Director), three (3) are Non-Executive Non Independent Directors (including Chairperson)

and four (4) are Non-Executive Independent Director (including woman Director). All Directors of the Company are resident Directors.

The names and categories of the Directors on the Board, number of Directorships and Committee Chairpersonships/ Memberships held by them in other public/private limited Companies as on March 31, 2021 are given herein below:

Name of the Director	Category	<sup>1</sup> No. of Directorship		<sup>2</sup> No. of Committee Position	
		Public	Private	Chairperson	Member
Mr. D.P Agarwal	Non-Executive Chairperson (Promoter)	6	0	1	1
Mr. Chander Agarwal	Managing Director (Promoter)	5	2	0	1
Mr. Vineet Agarwal	Non-Executive Director (Promoter)	6	3	0	6
Mr. Phool Chand Sharma	Non-Executive Director	3	0	0	1
Mr. Murali Krishna Chevuturi	Non-Executive Independent Director	2	0	2	0
Mr. Ashok Kumar Ladha	Non-Executive Independent Director	5	1	0	1
Mrs. Taruna Singhi	Non-Executive Independent Director	1	5	1	0
Mr. Prashant Jain	Non-Executive Independent Director	2	1	0	1

**Notes:**

1. In accordance with the provisions of the Act and Listing Regulations, Directorships held in Foreign and Section 8 Companies have been excluded, however Directorship in TCI Express Limited is included;
2. In accordance with the Listing Regulations, Memberships/Chairpersonships of only Audit Committee and Stakeholders' Relationship Committee in all Public Limited Companies including TCI Express Limited have been considered.

The Company has received requisite disclosures regarding Directorship and Committee positions in other Companies as on March 31, 2021, on the basis of which it is hereby confirmed that in terms of the Listing Regulations, none of the Directors on the Board is a member of more than ten (10) Board-level Committees and Chairperson of more than five (5) such Committees, across all the Indian Public Companies in which he/she is a Director.

None of the Director(s) of the Company holds Directorship

in more than seven (7) Listed Companies. None of the Director(s) serves as an Independent Director in more than seven (7) Listed Companies. The Managing Director does not serve as Independent Director. Further, none of the Independent Director(s) serves as Non-Independent Director of any Company on the Board of which any Non-Independent Director is an Independent Director.

The details of Directorship held by the Director in other Listed Companies as on March 31, 2021 are given herein below:

Name of the Director	Listed Company	Category
Mr. D.P Agarwal	Transport Corporation of India Ltd.	Executive Managing Director
	TCI Developers Ltd.	Non -Executive Director
	TCI Industries Ltd.	Non -Executive Director
	Jay Bharat Maruti Ltd.	Non-Executive Independent Director
Mr. Chander Agarwal	Transport Corporation of India Ltd.	Non -Executive Director
	TCI Developers Ltd.	Non -Executive Director
Mr. Vineet Agarwal	Transport Corporation of India Ltd.	Executive Managing Director
	TCI Developers Ltd.	Non -Executive Director
	Somany Ceramics Ltd.	Non-Executive Independent Director

**Note:** No other Director holds appointment in Listed Company (ies), other than TCI Express Ltd.

**Relationship between Directors**

Mr. D.P Agarwal, Mr. Chander Agarwal and Mr. Vineet Agarwal are related to each other. None of the Directors other than above are inter-se related to each other as defined under the Act and Listing Regulations.

**Board and Annual General Meeting(s)**

The Board converges at regular intervals and the gap between two (2) consecutive meetings does not exceed one hundred and twenty (120) days. Further, the Board also considered certain matters by way of circular resolution. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to deliberate on relevant points and arrive at an informed decision. In light of the unprecedented times faced by the Companies in India due to Covid-19, the Company facilitated participation of the Directors in Board/Committee and Annual General Meeting through video conferencing and

other audio-visual mode in compliance of provisions of the Act, Listing Regulations and Secretarial Standard read with circulars issued by the regulatory bodies, time to time.

The Board evaluates the Company's strategic direction on business plan, management policies, performance objectives, compliance with statutory/regulatory requirements and Corporate Governance practices along with considering financial results. The Board also reviewed periodically information provided for discussion and consideration at its meetings as provided under the Act and Schedule II (Part-A) of the Listing Regulations.

During the financial year 2020-21, four (4) meetings of the Board of Directors were held commencing from May 08, 2020, July 24, 2020, November 02, 2020, and February 09, 2021. The 12<sup>th</sup> Annual General Meetings of shareholders of the Company was held on July 24, 2020 through video conference/ other audio visual means. The requisite quorum was present at all the meetings. The details of Board meetings/Annual General



Meeting (AGM) held through video conferencing during the financial year 2020-21 along with attendance of Directors thereon and equity share held by them are given below:

Sr. no	Name of the Director(s)	<sup>1</sup> . No. of Board Meetings held	<sup>1</sup> . No. of Board Meetings attended	<sup>1</sup> . Attendance at 12 <sup>th</sup> AGM	No. of Equity Shares held on 31.03. 2021
1	Mr. D.P Agarwal	Four (4)	Four (4)	Yes	4,19,314
2	Mr. Chander Agarwal	Four (4)	Four (4)	Yes	9,17,131
3	Mr. Vineet Agarwal	Four (4)	Four (4)	Yes	9,93,497
4	Mr. Phool Chand Sharma	Four (4)	Four (4)	Yes	<sup>2</sup> 30,752
5	Mr. Murali Krishna Chevuturi	Four (4)	Four (4)	Yes	-
6	Mr. Ashok Kumar Ladha	Four (4)	Four (4)	Yes	-
7	Mrs. Taruna Singhi	Four (4)	Three (3)	Yes	-
8	Mr. Prashant Jain	Four (4)	Three (3)	No	-

1. Meetings held through video conferencing

2. Equity Shares allotted in terms of 'ESOP-2016'

### Pledge of Shares

No pledge has been created over the equity shares held by the Promoters and/or Promoter Group Shareholders as on March 31, 2021.

### Separate Meeting of Independent Directors and Familiarization Programme

As stipulated under the Act read with the Code for Independent Directors provided under schedule IV to the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on May 08, 2020 to review the performance of Non-Independent Directors (including the Chairperson) and the Board as a whole (including Committees of Board). The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the management, Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

All the Independent Directors were present at the meeting and expressed satisfaction towards overall performance of the Directors and the Board as a whole.

Pursuant to the provisions of Regulation 25(7) of the Listing Regulations, the Company has formulated a programme for familiarizing Independent Directors with the nature of the Industry, Company's strategy, business plan, operations, etc., and also update them on their roles, rights, responsibilities and duties.

The details of programme is elaborated widely in Boards' Report, forming an integral part of this Annual Report.

### COMMITTEES OF THE BOARD

The Board has constituted a set of Committees with specific terms of reference/scope, to focus effectively on the issues and ensure expedient resolution of diverse matters. The Boards' Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas of concern for the Company that need a closer review. Each Committee is governed by its charter and has well defined terms of reference which outline the scope, role, responsibilities and powers of the Committee. All the decisions

and recommendations of the Committee(s) are placed before the Board for its approval.

As of March 31, 2021, the Board has following six (6) Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Share Transfer Committee

### Recommendations of Committees to Board of Directors

During the financial year ended March 31, 2021, all recommendations made by the statutorily Committees of the Board of Directors were accepted by the Board of the Company.

The Company Secretary acts as the Secretary to all the Committees. Detailed terms of reference, composition, quorum, meetings, attendance and other relevant details of these Committees are provided hereunder:

### Audit Committee

The composition and terms of reference of the Audit Committee of Board are in conformity with the provisions of Section 177 of the Act and Regulation 18 read with Part C of Schedule II of Listing Regulations. Brief description of the terms of reference are:

1. To review management discussion and analysis of financial condition and results of operations;
2. To review statement of significant related party transactions;
3. To review management letters / letters of internal control weaknesses issued by the statutory auditors;
4. To review internal audit reports relating to internal control weaknesses;
5. To review the appointment, removal and terms of remuneration of the chief internal auditor;
6. To review statement of deviations, if any;

- a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the Stock Exchange(s) in terms of Regulation 32(1) of the Listing Regulations;
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations, if applicable;
  7. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  8. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
  9. Approval of payment to statutory auditors for any other services rendered by statutory auditors;
  10. Reviewing, with the management, the annual financial statements and auditor's report thereon, before submission to the Board for approval, with particular reference to:
    - a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
    - b) changes, if any, in accounting policies and practices and reasons for the same;
    - c) major accounting entries involving estimates based on the exercise of judgment by the management;
    - d) significant adjustments made in the financial statements arising out of audit findings;
    - e) compliance with listing and other legal requirements relating to financial statements;
    - f) disclosure of any related party transactions;
    - g) modified opinion(s) in the draft audit report;
  11. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
  12. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  13. Reviewing and monitoring the auditor's independence, performance and effectiveness of audit process;
  14. Approval or any subsequent modification of transactions of the Company with related parties;
  15. Scrutiny of inter-corporate loans and investments;
  16. Valuation of undertakings or assets of the Company, wherever it is necessary;
  17. Evaluation of internal financial controls and risk management systems;
  18. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  19. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  20. Discussion with internal auditors of any significant findings and follow up there on;
  21. Reviewing the findings of any internal investigations by the internal auditors into matters, where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  22. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  23. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  24. To review the functioning of the whistle blower mechanism;
  25. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  26. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
  27. Reviewing the utilization of loans and/ or advances from/ investment by the holding Company in the subsidiary, if any, exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower;
  28. To review the legal matters which could have a material impact on the Company;
  29. Such role/functions as may be defined under Securities & Exchange Board of India (SEBI) Regulations and Corporate Laws;
  30. Such other functions as may be entrusted by the Board from time to time.
- The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.
- The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to review the report of the Compliance Officer with the provisions of these regulations at quarter rest in order to verify that the systems for internal control are adequate and are operating effectively.
- All members of the Committee including Chairperson are financially literate and bring an expertise in the fields of finance, accounting strategy and management. The Chairperson of

Committee attended the Annual General Meeting held on July 24, 2020 to answer the shareholders queries. In addition to the members of the Audit Committee, these meetings were ordinarily attended by the Senior Management together with Statutory and Internal Auditors.

During the financial year under review, the Committee met four (4) times i.e. May 08, 2020, July 24, 2020, November 02,

2020 and February 09, 2021. The intervening period between Audit Committee meetings was within the maximum time gap prescribed under Regulation 18 of the Listing Regulations. The necessary quorum was present at all the meetings. The details of composition of Committee, meeting held and attendance of members during the financial year under review are given hereunder:

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Murali Krishna Chevuturi	Non-Executive Independent Director	Chair person	4	4
Mr. Ashok Kumar Ladha	Non-Executive Independent Director	Member	4	4
Mr. Prashant Jain	Non-Executive Independent Director	Member	4	3
Mr. Vineet Agarwal	Non -Executive Director	Member	4	4

### NOMINATION AND REMUNERATION COMMITTEE

The composition and terms of reference of the Nomination and Remuneration Committee of Board are in conformity with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of Listing Regulations. Brief description of the terms of reference are:

1. Identification and recommendation to Board of persons who are qualified to become Director & Key Managerial Personnel (KMP) in accordance with the criteria laid down;
2. Considering recommendations of the KMPs w.r.t. appointment & removal of Senior Management Personnel (SMPs) in accordance with the criteria laid down and forwarding their recommendations to the Board accordingly;
3. Assist the Board in ensuring that plans are in place for orderly succession for appointment to the Board and Senior Management;
4. Ensure that the Board is balanced & follows a diversity policy in order to bring in professional experience in different areas of operations, transparency, corporate governance & financial management etc.;
5. Formulation of evaluation criteria for Independent/Non

Independent/Executive Directors & the Board as a whole which includes its Committees & the KMPs;

6. Ensure that Directors are inducted through suitable familiarization process and that proper & regular training is given to Independent Directors to update and refresh their skills, knowledge and familiarity with the Company;
7. Formulation & supervision of the Remuneration Policy of the Company;
8. Oversee the formulation and implementation of Employee Stock Option Plan, its administration, supervision and formulating detailed terms and conditions in accordance with SEBI Guidelines.

All members of the Committee including Chairperson are Non-Executive Directors. The Chairperson of Committee attended the Annual General Meeting held on July 24, 2020 to answer the shareholders queries.

During the financial year under review, the Committee met three (3) times i.e. May 08, 2020, November 02, 2020 and February 09, 2021. The necessary quorum was present at all the meetings. The details of composition of Committee, meeting held and attendance of members during the financial year under review are given hereunder:

Name of the Director(s)	Category	Position Held	Number of Meetings	
			held during the year	attended during the year
Mr. Ashok Kumar Ladha	Non-Executive Independent Director	Chair person	3	3
Mr. D.P Agarwal	Non -Executive Director	Member	3	3
Mr. Murali Krishna Chevuturi	Non-Executive Independent Director	Member	3	3
Mr. Prashant Jain	Non-Executive Independent Director	Member	3	3

### Nomination and Remuneration Policy

In accordance with the provisions of Section 178(3) of the Act, read with Regulation 19 and Part D of Schedule II of the Listing Regulations, the Company has on the recommendation of the Nomination and Remuneration Committee framed and adopted a Nomination and Remuneration Policy defining in detail the objective, roles and responsibilities of the Committee.

The Policy, inter alia, lays down the principles relating to appointment, cessation, remuneration and evaluation of Directors, KMP, SMP and other Employees of the Company.

#### Salient features of the Nomination and Remuneration Policy

This Policy sets out the guiding principles for appointment of

Directors, KMP/SMP's and other employees of the Company, in addition of remuneration payable to them, subject to requisite approval of shareholders wherever applicable.

The Nomination and Remuneration Committee is the governing body for the formulation and supervision of the Policy, which identify and ascertain the integrity, qualification, positive attributes, expertise and experience of the person for appointment as Director, KMP or at SMP level and ensures that plans are in place for orderly succession for appointment of Board and KMP/SMP.

It also formulates criteria for evaluation of Executive Director, Non-Executive Director, Independent Directors, KMP/SMP and Board (including its Committee) as a whole and ensures that Directors are inducted through suitable familiarization process and regular training is given to the Independent Directors.

The Policy is available on the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>.

#### Performance evaluation criteria for Directors

The Annual performance evaluation and other relevant information are provided in the Board's Report, which is part of this Annual Report.

#### Remuneration Structure

##### Remuneration to Executive Director

The Managing Director is paid remuneration in the form of salary, benefits, perquisites and allowances being fixed component and commission being variable component, determined by the Board of Directors, after taking into account recommendations of the Nomination and Remuneration Committee within the range approved by the shareholders, computed in the manner provided under Section 197 and 198 of the Act and the Listing Regulations. The commission paid out of the profits of the Company based on performance of Corporate as well as the Managing Director. Annual increment is also recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and shareholders, effective from April 1, each year.

However, for the financial year 2020-21, on the basis of recommended received by the Nomination and Remuneration Committee, no increments have been proposed in remuneration payable to the Managing Director, considering impact of global pandemic. Moreover, in a move aimed to bolstering the Company's effort and plan to mitigate the financial impact from the disruption caused by Covid-19 pandemic, Mr. Chander Agarwal-Managing Director, has opted to forego his salary for the period of three (3) months, effective from April 01, 2020 to June 30, 2020.

The Managing Director is not paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. The appointment of Mr. Chander Agarwal is governed by Resolutions passed by the shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate service contract is not entered into by the Company with Mr. Agarwal. The appointment of Managing Director may be terminated by the Company or the Managing Director, by giving six (6) months notice to the other side or Salary. No notice period or severance fee is payable to him. Presently, the Company does not have a scheme for grant of stock Options to the Managing Director.

##### Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration in the form of sitting fee for attending the meetings of the Board and its Committees of which they are members and commission as may be determined by the Board after taking into account recommendations of the Nomination and Remuneration Committee within the range approved by the shareholders, computed in the manner provided under Section 197 and 198 of the Act and the Listing Regulations. The commission payable to Non-Executive Directors is based on a number of factors including number of Board and Committee meetings attended, individual contribution thereat, outcome of evaluations and overall contribution in the Company.

The details of remuneration and sitting fees paid to the Directors of the Company during the financial year 2020-21 are as follows: (₹ in Crores)

Particulars of Remuneration	Name and category of Directors							
	<sup>1</sup> Chander Agarwal	<sup>2</sup> D.P Agarwal	<sup>2</sup> Vineet Agarwal	Phool Chand Sharma	<sup>2</sup> Taruna Singhi	<sup>2</sup> Prashant Jain	Murali Krishna Chevuturi	Ashok Kumar Ladha
	ED	NED	NED	NED	NEID	NEID	NEID	NEID
Salary	3.03	-	-	-	-	-	-	-
Allowance & Perquisites	0.07	-	-	-	-	-	-	-
Commission	3.25	0.055	0.055	0.055	0.055	0.055	0.055	0.055
Sitting Fee	-	-	-	0.041	-	-	0.054	0.054
Perquisite Value of ESOP's	-	-	-	<sup>3</sup> 1.12	-	-	-	-
Provident & Gratuity Fund	0.33	-	-	-	-	-	-	-
Performance Incentive	-	-	-	-	-	-	-	-
Severance Fees	-	-	-	-	-	-	-	-
<b>Total</b>	<b>6.68</b>	<b>0.055</b>	<b>0.055</b>	<b>1.216</b>	<b>0.055</b>	<b>0.055</b>	<b>0.109</b>	<b>0.109</b>

#### Notes:

- Pursuant to waiver of salary, Q1 remuneration has been excluded from the above calculation.
- During the financial year, Mr. D.P Agarwal, Mr. Vineet Agarwal, Mrs. Taruna Singhi and Mr. Prashant Jain opted, not to accept any sitting fees for attending Board/ Committee Meetings.
- Mr. Phool Chand Sharma was a Whole-time Director of the Company till November 04, 2019 and in accordance with the terms of employment, he was granted stock Options pursuant to the Company's ESOP-2016. Accordingly, he exercised his right and value of perquisite is reported above.
- ED- Executive Director, NED- Non-Executive Director, NEID-Non-Executive Independent Director.



### Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive and/or Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings and commission as approved by members and Board for their invaluable services to the Company.

### Stock Options to Non- Executive Directors

Mr. Phool Chand Sharma was engaged as the Whole-time Director (WTD) of the Company up to the closing business hours of November 04, 2019. Thereafter, pursuant to attaining age of superannuation, he was re-designated as Non-Executive Director. During his tenure as WTD, he was granted with ESOP's exercisable in subsequent years of three (3) equal instalments.

Accordingly, in the FY 2020-21, he has exercised entitlement of ESOP's in three (3) equal instalments on July 13, 2020. The stock Options granted to him in the past year and exercised during the FY 2020-21 are tabulated as under:

Sr. no	ESOP-2016	Grant Date	No. of Options	
			Granted	Exercised
1	Part-1	23.05.2017	40,000	16,000
2	Part-2	25.05.2018	40,000	12,000
3	Part-3	22.05.2019	50,000	15,000

As on March 31, 2021, Mr. Phool Chand Sharma-Non Executive Director holds 30,752 equity shares of the Company, pursuant to his entitlement of ESOP's, granted up to the year 2019 in the capacity of WTD and no further grants were made after the said period. Further, no other Non-Exutive Director including Independent Directors holds stock Options in the Company.

Further, the Company has not issued any convertible securities or shares with differential voting rights and hence, none of the Director(s) holds convertible instruments in the Company as at March 31, 2021.

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition and terms of reference of the Stakeholders' Relationship Committee of Board are in conformity with the provisions of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of Listing Regulations. Brief description of the terms of reference are:

1. Look into various aspects of interests of shareholders, debenture holders and other security holders, if any;
2. Review of statutory compliance relating to shareholders, debenture holders and other security holders, if any;
3. Consider and resolve the grievance of shareholders of the Company including complaints related to transfer of securities, non-receipt of annual report/dividends/ notices etc.;
4. Review of transfer of unclaimed dividends and shares to Investor Education & Protection Fund;
5. Review of movements in shareholding structure of the Company;
6. Ensuing setting of proper controls and oversight of performance of the Registrar & Share Transfer Agent;
7. Recommendation of measures for overall improvement of the quality of investor services.

Apart from the above, the Committee also exercises the role and powers entrusted to it by the Board of Directors from time to time.

During the financial year under review, the Committee met four (4) times i.e. May 08, 2020, July 24, 2020, November 02, 2020 and February 09, 2021. The Chairperson of Committee attended the Annual General Meeting held on July 24, 2020 to answer the shareholders queries. The necessary quorum was present at all the meetings. The details of composition of Committee, meeting held and attendance of members during the financial year under review are given hereunder:

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mrs. Taruna Singhi	Non-Executive Independent Director	Chair person	4	3
Mr. Vineet Agarwal	Non-Executive Director	Member	4	4
Mr. Phool Chand Sharma	Non-Executive Director	Member	4	4

### Status of investor complaints received, resolved and outstanding as on March 31, 2021:

No. of Investor complaints at the beginning of the Year	No. of Investor complaints received during the Year	No. of Investor complaints disposed-off during the Year	No. of Investor complaints outstanding at the end of the Year
Nil	Nil	Nil	Nil

No investor complaint was outstanding as on March 31, 2021.

### SEBI Complaints Redress System (SCORES)

The investors' complaints are also being processed through the centralized web base complaint redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken

reports by the Company. Through SCORES, the investors can view online, the action taken and current status of the complaints.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted Corporate Social Responsibility (CSR) Committee of Directors and developed Policy on CSR in accordance with Section 135 of the Act. The Policy is available on the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR Policy.

The terms of reference of the CSR Committee is in conformity with the provisions of Section 135 of the Act and Rules made thereunder, brief description of the terms of reference are:

1. To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be

undertaken by the Company as specified in the Act ;

2. To provide guidance on various CSR activities to be undertaken by the Company and to monitor process;
3. To recommend the amount of expenditure to be incurred on CSR activities;
4. To institute a transparent monitoring mechanism for implementation of CSR projects or program or activities undertaken by the Company.

During the financial year under review, the Committee met on May 08, 2020. The details of composition of Committee, meeting held and attendance of members during the financial year under review are given hereunder:

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. D.P. Agarwal	Non-Executive Director	Chair person	1	1
Mr. Chander Agarwal	Executive Director	Member	1	1
Mrs. Taruna Singhi	Non-Executive Independent Director	Member	1	1

A detailed report on CSR initiatives during the FY 2020-21 has been provided under the Board's Report, forming internal part of Annual Report.

### RISK MANAGEMENT COMMITTEE

The Company has constituted Risk Management Committee of Directors in accordance with Regulation 21 to the Listing Regulations. Brief description of the terms of reference are:

1. To identify and assess internal and external risks that may impact the Company in achieving its strategic objectives;
2. To recommend to the Board of Directors the Risk Management Policy and standard operating procedure for Risk Management and any amendment thereto;
3. Review of Risk Management process and practices to ensure a prudent balance between risks and reward in the Company's business activities;
4. With objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled, to review:
  - a) Tolerance for financial risks;
  - b) Assessment of significant financial risk facing by the Company;

c) Company's policies, plans, processes and any proposed changes therein for controlling significant financial risks.

5. To review the legal matters which could have a material impact on the Company;
6. To deal with audit issues relating to Risk Management;
7. To submit Annual Report to the Board on Risk Management and minimization procedures;
8. Such other functions as may be entrusted by the Board from time to time.

During the financial year under review, the Committee met two (2) times i.e. May 08, 2020 and February 09, 2021. The necessary quorum was present at all the meetings. The details of composition of Committee, meeting held and attendance of members during the financial year under review are given hereunder:

Name of the Member	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Chander Agarwal	Executive Director	Chair person	2	2
Mr. Phool Chand Sharma	Non-Executive Director	Member	2	2
Mr. Mukti Lal	Chief Financial Officer	Member	2	2

### Risk Management Framework

Details of risk management framework have been given under the Board's Report, forming internal part of Annual Report.

## SHARE TRANSFER COMMITTEE

The Share Transfer Committee is formed to look into share transfer and related applications, received from shareholders. The members of Committee are Mr. Chander Agarwal, Managing Director, Mr. Vineet Agarwal and Mr. Phool Chand Sharma, Non-Executive Director(s).

The terms of reference of the Committee includes transfer/ transmission of shares and such other securities as may be issued by the Company from time to time, to approve and monitor dematerialization of shares /debentures / other securities and all matters incidental thereto, issue of duplicate share certificates, subdivision/ split of shares and to allot shares.

### Share Transfer and Investor grievance

Pursuant to Regulation 40 of the Listing Regulations, securities of the Company can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. The shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020, has fixed March 31, 2021 as the cut-off date for re-lodgement of physical share transfer requests and has stipulated that such transferred shares shall be issued only in demat mode.

The members holding shares in physical form are therefore requested to convert their holdings into dematerialized mode to avoid loss of shares and fraudulent transactions and avail better investor servicing.

### Registrar and Share Transfer Agents

M/s KFin Technologies Private Limited, is the Registrar and Share Transfer Agents (RTA) of the Company and handles all share transfers and related processes. They provide the entire range of services to the shareholders of the Company relating to shares and can be reached as per following particulars:

<b>Name of the RTA</b>	M/s. KFin Technologies Private Ltd (Formerly known as 'Karvy Fintech Pvt. Ltd.')
<b>Address</b>	Selenium Building, Tower-B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032
<b>Contact</b>	+91 40 6716 2222
<b>E-mail</b>	<a href="mailto:rajeev.kr@kfintech.com">rajeev.kr@kfintech.com</a>
<b>Website</b>	<a href="http://www.kfintech.com">www.kfintech.com</a>

The shareholders/beneficial owners are requested to correspond with the Company's RTA with respect to information or clarification pertaining to dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or annual report or any other query relating to shares and are further advised to quote their folio number, DP & Client ID number as the case may be, in all correspondence with the RTA. The requests for transmission or transposition of securities held in physical form are registered and returned within a period of fifteen (15) days from the date of receipt in case the documents are complete in all respects.

Additionally, shareholders may correspond with Ms. Priyanka Company Secretary, designated as Compliance Officer for complying with the requirements of the Listing Regulations. She is also nominated as Nodal Officer for IEPF Compliances:

<b>Company Secretary &amp; Compliance Office (Nodal Officer for IEPF Compliances)</b>	Ms. Priyanka
<b>Address</b>	Corporate Office: TCI House, 69, Institutional Area, Sector 32, Gurgaon -122001 Registered Office: Flat Nos.306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003
<b>Contact</b>	0124-2384090-94
<b>Designated e-mail ID for Investors</b>	<a href="mailto:secretarial@tcipress.in">secretarial@tcipress.in</a>
<b>Website</b>	<a href="http://www.tciexpress.in">www.tciexpress.in</a>
<b>Plant Location</b>	The Company does not have any manufacturing activities.

### Dematerialization of Shares and Liquidity

The Company's equity shares are tradable in dematerialized form and have established connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through RTA. The International Securities Identification Number (ISIN) allotted to equity share under the Depository System is INE586V01016. As on March 31, 2021, equity shares of the Company representing 98.35 percent of the Company's equity share capital are dematerialized. The status of shares held in demat and physical format is given below:

Sr. no.	Particulars	No. of Shares	% of Share capital
1	Shares held in Demat form with NSDL	34,704,843	90.30
2	Shares held in Demat form with CDSL	30,92,653	8.05
3	Shares held in Physical	6,37,029	1.65
	<b>Total</b>	<b>38,434,525</b>	<b>100.00</b>

The shareholders can visit the websites of the Depositories for understanding the procedure of dematerialization of shares and in case of any queries, may contact the Company or its RTA. The shareholders holding securities in electronic mode should

address all their correspondence relating to change of address, change in bank mandate for NECS etc. to their respective Depository Participant(s). The Shareholders holding securities in physical form may contact to the RTA/Company.

### Custodial Fee to Depositories

The Company has paid annual custodial fees for the financial year 2020-2021 to the NSDL and CDSL.

### Listing of Equity Shares

The equity shares of your Company are listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), with Stock Code 'TCIEXP' and '540212' respectively. The annual listing fees for the financial year 2020-21 have been paid to both the Stock Exchanges.

### Reconciliation of Share Capital

A qualified Practicing Company Secretary carried out quarterly examination of secretarial records to reconcile the total admitted share capital with NSDL and CDSL and the total issued and listed capital. The audit confirmed that the total issued and paid-up capital was in agreement with the aggregate of total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

## DISCLOSURE ON EQUITY CAPITAL

### a) Distribution of Shareholding as on March 31, 2021

The shareholding distribution of equity shares as at March 31, 2021 is provided in the table below:

Sr. no	No. of Shares	No. of Holders	% to total Holders	Holding of Capital	% to total Capital
1	1-5000	27,578	98.83	7,409,214	9.64
2	5001- 10000	161	0.58	1,145,014	1.49
3	10001- 20000	74	0.27	1,098,280	1.43
4	20001- 30000	28	0.10	6,93,888	0.90
5	30001- 40000	10	0.04	3,40,816	0.44
6	40001- 50000	4	0.01	1,77,368	0.23
7	50001- 100000	16	0.06	1,126,794	1.47
8	100001& Above	32	0.11	64,877,676	84.40
	<b>Total</b>	<b>27,903</b>	<b>100.00</b>	<b>7,68,69,050</b>	<b>100.00</b>

### b) Shareholding Pattern as on March 31, 2021

The shareholding pattern of the Company as at March 31, 2021 is provided in the table below:

Sr. no	Category	No. of Shares held	% to total Capital
<b>A</b>	<b>Promoters and Promoters Group</b>	<b>25,672,180</b>	<b>66.79</b>
1	Indian Promoter including HUF	59,69,878	15.53
2	Bodies Corporate	17,214,805	44.79
3	Partnership Firm	24,87,497	6.47
<b>B</b>	<b>Non-Promoters Holding</b>	<b>1,27,62,345</b>	<b>33.21</b>
	<b>Institutional Investors</b>		
4	Mutual Funds	3,940,902	10.25
5	Alternate Investment Fund	18,125	0.05
6	Foreign Portfolio Investors	8,71,208	2.27
7	Financial Institutions/Banks	666	0.00
	<b>Non-institutional Investors</b>		
8	Indian Public	53,07,352	13.81
9	Trusts	27,397	0.07
10	Non Resident Indians (Repatriable and Non Repatriable)	1,383,928	3.60
11	Clearing members	27,748	0.07
12	Body Corporate	7,41,009	1.93
13	Employees-ESOP's	70,603	0.18
14	Unclaimed Suspense Account	3,62,265	0.94
15	Qualified Institutional Buyer	11,142	0.04
	<b>Total</b>	<b>3,84,34,525</b>	<b>100.00</b>

## c) Market price data during the financial year 2020-21

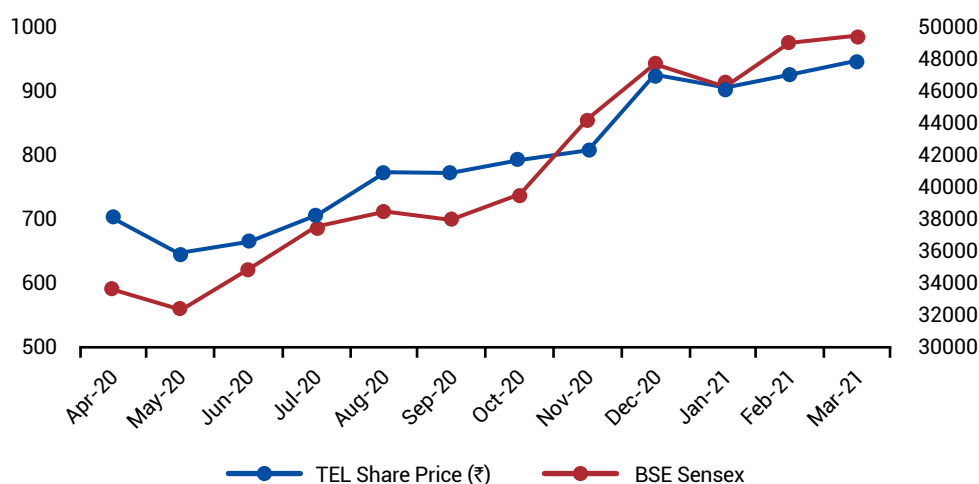
The details of high, low and closing market price of the equity shares of the Company at BSE and NSE during the financial year 2020-21 are provided in the table below:

Month	NSE			BSE		
	High Price	Low Price	Close Price	High Price	Low Price	Close Price
April, 2020	767.00	455.80	706.50	764.60	495.00	704.80
May, 2020	739.50	510.70	645.05	737.80	523.00	647.15
June, 2020	724.00	628.10	668.20	725.15	601.30	668.15
July, 2020	760.00	635.05	703.55	757.00	636.50	704.20
August, 2020	877.65	680.15	768.90	875.15	681.25	774.25
September, 2020	911.00	733.20	780.20	910.00	734.50	773.60
October, 2020	822.95	761.10	793.10	835.00	760.00	792.30
November, 2020	847.20	761.10	806.45	845.30	761.90	806.95
December, 2020	979.80	801.10	925.95	975.70	803.00	927.00
January, 2021	1024.00	874.70	910.75	1024.45	876.85	909.25
February, 2021	996.00	876.50	926.80	997.90	876.15	926.95
March, 2021	967.20	851.50	946.80	967.55	852.65	948.55

Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

## d) Stock Performance

The performance of the Company's (TEL) share price relative to the BSE SENSEX for the financial year 2020-21 is provided in the table below:



Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

## UNCLAIMED DIVIDEND AND SUSPENSE ACCOUNT

## Unclaimed dividends/fractional shares' proceeds entitlement

Pursuant to the provisions of the Act, dividend/fractional entitlements lying un-claimed for a period of seven (7) years from the date of their transfer to unpaid/un-claimed account, have to be transferred to the Investor Education and Protection Fund (IEPF). The members are requested to note the following due date(s) for transfer of fractional entitlement/unpaid/unclaimed dividend paid/ to the IEPF. The members are requested to make claim of their entitlement, before their transfer to the IEPF.

Sr. no	Year	Fractional/ Dividend	Date of Declaration	Due date for transfer to IEPF
1	2016-17	Fractional amount	January 18, 2017	February 24, 2024
2	2016-17	Interim dividend	January 31, 2017	March 08, 2024
3	2016-17	Final dividend	August 1, 2017	September 06, 2024
4	2017-18	1 <sup>st</sup> Interim dividend	November 1, 2017	December 07, 2024
5	2017-18	2 <sup>nd</sup> Interim dividend	January 31, 2018	March 08, 2025
6	2017-18	Final dividend	August 1, 2018	September 06, 2025
7	2018-19	1 <sup>st</sup> Interim dividend	November 3, 2018	December 09, 2025
8	2018-19	2 <sup>nd</sup> Interim dividend	February 11, 2019	March 19, 2026



Sr. no	Year	Fractional/ Dividend	Date of Declaration	Due date for transfer to IEPF
9	2018-19	Final dividend	July 30, 2019	September 04, 2026
10	2019-20	1 <sup>st</sup> Interim dividend	November 04, 2019	December 10, 2026
11	2019-20	2 <sup>nd</sup> Interim dividend	January 27, 2020	March 04, 2027
12	2019-20	3 <sup>rd</sup> Interim dividend	March 13, 2020	April 19, 2027
13	2020-21	1 <sup>st</sup> Interim dividend	February 09, 2021	March 16, 2028

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company on the Company's website at <https://www.tciexpress.in/unpaid-dividend.asp> and also on the website of the MCA at [www.iepf.gov.in](http://www.iepf.gov.in).

#### Demat suspense account/unclaimed suspense account

In terms of Schedule V(f) of the Listing Regulations, an unclaimed suspense demat account was opened and the shares allotted pursuant to scheme of demerger in August,

2016, remained unclaimed were credited in the said account. The status of unclaimed equity shares lying in demat suspense account is given below.

As and when any shareholder approaches the Company or the RTA to claim the above said shares, after proper verification, the shares lying in the unclaimed suspense account credited to the demat account of the shareholder. The voting and beneficial rights of these shares are frozen till the rightful owner of such shares claims the shares.

Sr. no	Particulars	No. of Shareholders	No. of Equity Shares
1	Aggregate number of shareholders and outstanding shares in the suspense account lying at beginning of the year*	2,633	3,63,182
2	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	05	1,274
3	Number of shareholders to whom shares were transferred from suspense account during the year	3	917
4	Aggregate number of shareholders and the outstanding shares in suspense account lying at the end of the year	2,630	3,62,265

\*Shares were transferred to demat suspense account on September 26, 2018.

## STATUTORY REPORTS

### a) Board's Report

The Board's Report is given in a separate section and forms an integral part of Annual Report.

### b) Management Discussion and Analysis Report

The Management Discussion and Analysis Report is given in a separate section and forms an integral part of Annual Report.

### c) Business Responsibility And Environmental, Social & Governance (ESG) Report

The Business Responsibility Report is given in a separate section and forms an integral part of Annual Report.

The report on ESG can be accessed at the website of Company at [www.tciexpress.in](http://www.tciexpress.in).

In terms of Regulation 26(3) of the Listing Regulations, all Directors and Senior Management have affirmed compliance with the Code of Conduct for the financial year 2020-21. A declaration to this effect, signed by the Managing Director of the Company has been annexed to this Corporate Governance Report.

### b) Code of Conduct and Fair Disclosure of Unpublished Price Sensitive Information for Prevention of Insider Trading

In terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), the Company has adopted the revised Code of Conduct ('the Code') to regulate, monitor and report trading by insiders. The Code is applicable to Promoters, Directors, Designated Persons and Connected Persons including their immediate relatives, who are expected to have access to unpublished price sensitive information relating to the Company.

The Company has also formulated a 'Code of Practices and Procedures for Fair Disclosure' of unpublished price sensitive information, in compliance with the PIT Regulations. The aforesaid Codes are posted on the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>.

### c) Ethics and Whistle Blower Policy/ Vigil Mechanism

With a view to adopt the highest ethical standards in the course of business, the Company has in place a whistle blower Policy for reporting the instances of conduct which are not in conformity with the Policy.

## DISCLOSURES

### a) Code of Conduct for Board of Directors and Senior Management

The Company has laid down a Code of Conduct for all Board members and the Senior Management of the Company, containing duties of Independent Directors as provided under schedule IV to the Act. The said Code of Conduct is also posted on the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>.

In accordance with the requirement of Section 177 of the Act read with the Rules made thereunder and Regulation 22 of Listing Regulations, the Company has formulated a 'vigil mechanism' which provides a medium to the Directors and employees of the Company to report genuine concerns including unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The Policy also provides for adequate safeguards against victimization of Directors and employees who avail the said mechanism and allow direct access to the Chairperson of the Audit Committee in exceptional cases. The Audit Committee reviews the functioning of whistle blower mechanism. The whistle blower Policy is available at the website of the Company at <https://www.tciexpress.in/tci-express-polices.asp>. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

#### d) Prevention of Sexual Harassment (POSH)

The Company provides equal opportunity and respect dignity of all employees across the organisation irrespective of gender, caste, creed, colour, sexual orientation, religion etc. In order to provide women employees a safe working environment at workplace and also in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Regulations) and Rules framed thereunder, the Company has formulated a well-defined policy on prevention, prohibition and redressal of complaints relating to sexual harassment of women at workplace. All women who are associated with the Company either as permanent employees or temporary employees are covered under the above Policy.

During the year, the Company has not received any complaint under POSH Regulations.

#### e) Policy for determining Material Subsidiaries and Related Party Transactions

The Company does not have any subsidiary, therefore, there is no Policy required to be adopted for determining material subsidiaries Companies.

In terms of the provisions of the Act read with Rules made thereunder and the Listing Regulations, no material related party transactions were entered during the financial year 2020-21, that may have potential conflict with the interests of the Company at large, a detailed report on related party transactions is provided to the Board's Report, which forms part of this Annual Report. The Policy on materiality and dealing with related parties of the Company are posted on the Company's website at <https://www.tciexpress.in/tci-express-polices.asp>.

#### f) Transactions with Promoter/ Promoter group

M/s. Bhoruka Express Consolidated Limited (BECL) belonging to promoter group holds more than ten percent (10%) of paid up share capital of the Company. However, no transaction has been entered with such entity during the financial year 2020-21.

#### g) Audit Report and Accounting Treatment/Policies

The Auditor's Report on Company's financial statements for the financial year ended March 31, 2021 does not contain any qualification, reservation or adverse remarks. The Company continues to adopt best practices to ensure a regime of unmodified financial statements.

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The significant accounting Policies which are consistently applied have been set out in the notes to the financial statements.

#### h) Particulars of fees paid to the Statutory Auditor

The total fees for all services paid to the statutory auditors are given in note number 31 of the Notes to the standalone financial statements for the financial year ended March 31, 2021.

#### i) Fund raising by issuance of Debt Securities, if any

Pursuant to the SEBI circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated 26 November 2018, the Directors confirm that your Company is not identified as a 'Large Corporate' as per the framework provided in the said circular. Further, the Company has not raised any fund by issuance of debt securities, public issue, right issue or preferential issue during the financial year 2020-21.

#### j) Details of Utilization of Funds

The Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations, during the financial year 2020-21.

#### k) Outstanding GDR/Warrants and Convertible Notes

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past apart from stock Options, details of which are given in Board's Report and hence, as on March 31, 2021, the Company does not have any outstanding GDRs/ADRs/Warrants or convertible instruments which could have an impact on the equity of the Company.

#### l) Commodity Price Risk and Hedging Activities

The Company does not deal in commodities and hence the disclosure as required under the Listing Regulations is not applicable, however details of foreign currency exposure are provided in the Board's Report and also disclosed in notes to the financial statements.

#### m) Re-affirmation of Credit Rating

The Company enjoys a good reputation for its sound financial management and its ability to meet financial obligation. During the financial year 2020-21, CRISIL has re-affirmed long term rating of the Company at [CRISIL] AA- (pronounced as CRISIL Double A minus) with stable outlook.

Additionally, ICRA has re-affirmed short term rating of the Company at [ICRA] A1+ (pronounced as ICRA A one plus) which is the highest rating for the category.

There was no change in the above ratings during the financial year ended March 31, 2021.

## GENERAL BODY MEETINGS

### a) Annual General Meeting(s)

The last three (3) Annual General Meetings of the Company were held within the statutory time period and the details of the same are reproduced herein below:

Financial Year	Date	Time	Venue / Mode
2019-20	July 24, 2020	10:30 A.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
2018-19	July 30, 2019	10:30 A.M.	Meeting Place-1, 2 & 3, Lobby Level, Hyatt Place Hyderabad, Road No.1, Banjara Hills, Opposite to GVK One mall, Hyderabad- 500034, Telangana
2017-18	August 1, 2018	12:00 Noon	Drawing Room, Basement 1, Park Hyatt Hyderabad, Road No. 2, Banjara Hills, Hyderabad-500034, Telangana

No Special Resolution was proposed during the previous three (3) Annual General Meetings of the Company.

### b) Extraordinary General Meeting or Court Convened Meeting

No Extraordinary General Meeting or Court Convened Meeting was held during the financial year 2020-21.

### c) Postal Ballot

No Postal Ballot was conducted during the financial year 2020-21 and none of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing of a Special Resolution through Postal Ballot. Hence, the provisions relating to Postal Ballot are not required to be complied with.

## MEANS OF COMMUNICATIONS

**a) Financial Results:** The quarterly, half-yearly and annual financial results of the Company are published in the leading newspapers in India. The quarterly results are generally published in the Financial Express (English) and in Nava Telangana (Telugu) vernacular edition. The financial results of the Company are also displayed on the website of the Company after these are submitted to the NSE and BSE.

**b) NSE Electronic Application Processing System (NEAPS):** NEAPS is a web-based application designed by NSE for Corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Press Releases, among others are filed electronically on NEAPS.

**c) BSE Corporate Compliance & Listing Centre (Listing Centre):** Likewise NEAPS, Listing Centre is a web-based application designed by BSE for Corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Press Releases, among others are also filed electronically on the Listing Centre.

**d) Investors / Analyst Meets and Presentations:** The Company hosts periodically con- calls or meetings with institutional investors/analyst. Ordinarily, post the quarterly results, an analyst meet/call is organized, which provides a platform for the Management to answer questions and provide clarifications to investors and analysts. Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/analysts after the declaration of the quarterly, half-yearly and annual results are submitted to the NSE and BSE as well as uploaded on the Company's website on a regular basis.

**e) Press Releases:** The Company issues press releases from time to time concerning financial results and material events. These are also submitted to the NSE and BSE before their release to the media for wider dissemination as well as uploaded on the Company's website on a regular basis.

**f) Website:** The Company maintains a functional website which provides charter of the Company and its practices on governance, vision & mission, services, ESG and information on investor relations. There is a separate section on 'Investor Relations' where members can access the details of the Board, the Committees, Policies, Board Committee charters, financial information, statutory filings, shareholding information, details of unclaimed dividend and shares liable to be transferred to IEPF, frequently asked questions, etc.

**g) Annual Report:** The Annual Report for the FY 2020-21 is being sent to all members who had registered their email addresses for the purpose of receiving documents/communication in electronic mode with the Company/RTA or Depository Participants. The Annual Report is also available in the Investor Relations section on the Company's website at [www.tciexpress.in](http://www.tciexpress.in).

**h) Electronic Communication:** The Company had during the year 2020-21 sent various communications including Annual Reports, ECS intimation of dividend and tax liability thereon, by email to those shareholders whose email addresses were registered with the Company/RTA or Depository Participants.

In support of the 'Green Initiative' the Company encourages members to register their email address with their Depository Participant or the Company, to receive soft copies of the Annual Report, Notices and other information disseminated by the Company, on a real- time basis without any delay.

## GENERAL SHAREHOLDER INFORMATION

### a) Financial Calendar

The financial year of the Company is for a period of 12 months commencing from April 01 and ending on March 31.

### b) Board Meeting

The tentative calendar of the Board meeting for the approval of financial results are as follows:

Financial Calendar	Results likely to be announced*
Quarter ended June 30, 2021	On or before August 14, 2021
Quarter & Half year ended September 30, 2021	On or before November 14, 2021
Quarter & Nine months ended December 31, 2021	On or before February 14, 2022
Quarter & Year ended March 31, 2022	On or before May 30, 2022

\*tentative and subject to change

#### c) Annual General Meeting for the financial year 2020-21

Financial Year	Day and Date	Time	Venue / Mode
2020-21	Wednesday July 28, 2021	10:00 A.M.	The Company is conducting meeting through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), pursuant to the MCA and SEBI circulars. For more details, please refer to the Notice of Annual General Meeting.

#### d) Dividend Payment

The dividend of ₹ 2 per equity share of ₹ 2 each (100%), as recommended by the Board, if approved by the shareholders at the Annual General Meetings, will be paid, subject to deduction of income-tax at source wherever applicable:

Financial Year	Type	Payment Date	Book Closure
2020-21	Final	The final dividend, if approved shall be paid within thirty (30) days from the date of approval.	July 23, 2021 (Friday) to July 28, 2021 (Wednesday), both days inclusive

### CERTIFICATION:

#### Certificate on financial statement

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer have issued a certificate with regard to the propriety of the financial statements and other matters stated in the said Regulation, for the FY 2020-21. The certificate is provided herewith and forms an integral part of this report.

#### Certificate on non- disqualification of Directors

The Company has obtained a certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) or any such statutory authority in accordance with the Listing Regulations. The certificate is provided herewith and forms an integral part of this report.

#### Annual Secretarial Compliance Certificate

The Company has obtained a certificate from a Company Secretary in Practice affirming annual secretarial activities of the Company for the financial year 2020-21. The certificate is provided herewith and forms an integral part of this report.

#### Certificate on Corporate Governance

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance. A Certificate from the Practicing Company Secretary has been obtained affirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations and provided herewith forming an integral part of this report.

#### Report on compliance with mandatory/non-mandatory requirements

The Company is in compliance with all the mandatory provisions related to Corporate Governance pursuant to the requirement of the Listing Regulations read with other applicable provisions, if any.

The discretionary requirements as stipulated in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations, have been adopted to the extent and in the manner as stated under the appropriate headings in this Corporate Governance Report.

#### Details of non-compliance with regard to capital market, if any

The Company has a robust track record of statutory compliances. It is committed to adopt best practices on corporate governance and protection of stakeholder's interest.

The Company has complied with the applicable circulars, regulations prescribed by Stock Exchanges, SEBI or any other statutory authority relating to the capital markets. No penalties or strictures have been imposed by any of them on the Company during the last three (3) years.

### ACCLAMATION

The Board of Directors wish to place on record their sincere appreciation to the members of the Company. Your involvement as members is also greatly valued. Your Directors look forward to your continuing support.

For and on behalf of the Board  
TCI Express Limited

Place: New Delhi  
Date: May 19, 2021

**D.P. Agarwal**  
Chairperson  
(DIN: 00084105)

## DECLARATION TO COMPANY'S CODE OF CONDUCT

[Pursuant to Schedule V(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, all the members of Board and Senior Management of the Company have affirmed Compliance with Code of Conduct as applicable to them for the year ended March 31, 2021.

For TCI Express Limited

Place: New Delhi  
Date: May 19, 2021

**Chander Agarwal**  
Managing Director  
(DIN: 00818139)

## CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Para E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
**TCI Express Limited**

I, Sanjeev Bhatia, a Practicing Company Secretary, have examined the compliance of the conditions of Corporate Governance by **TCI Express Limited** ('the Company') for the financial year ended on March 31, 2021, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and representations made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended on March 31, 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sanjeev Bhatia & Associates**  
Company Secretaries

Place: Gurugram  
Date: May 01, 2021

**Sanjeev Bhatia**  
Proprietor  
Certificate of Practice no: 3870



## CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
**TCI Express Limited**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TCI Express Limited**, having CIN-L62200TG2008PLC061781 and registered office at Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor Ashoka Bhoopal Chambers, S. P. Road Secunderabad, Hyderabad Telangana 500003 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause (10)(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company for the financial year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sanjeev Bhatia & Associates**  
Company Secretaries

**Sanjeev Bhatia**  
Proprietor

Place: Gurugram  
Date: May 01, 2021

Certificate of Practice no: 3870

## CERTIFICATE ON FINANCIALS BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of TCI Express Limited ('the Company') to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief, we state that:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and Regulations.
2. We further state that to the best of our knowledge and belief, no transactions were entered into by the Company during the year, which were fraudulent, illegal or violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes, if any, in internal control over financial reporting during the year;
  - b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control systems over financial reporting.

For **TCI Express Limited**

Date: May 19, 2021

**Chander Agarwal**  
Managing Director

**Mukti Lal**  
Chief Financial Officer

# BUSINESS RESPONSIBILITY REPORT

[Pursuant to Regulation 34(2) (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

## COMPANY'S PHILOSOPHY ON SUSTAINABILITY AND DEVELOPMENT

At TCI Express Limited ('the Company'), we are committed to manage environmental and social footprint in our operations. The Company precisely understands that its business activities have an extensive impact on the environment and society in which it operates and therefore an effectual practice is required giving due consideration to the welfare of stakeholders. Our core values led us to grow in a conscientious way while protecting interests of stakeholder. The Company continuously adopting in its business operations, principle enshrined in this Business Responsibility Report ('BRR') covering broadly environment, social governance and stakeholder relationships. The Company hereby presents its Second Business Responsibility Report indicating its efforts towards embracing a balanced approach between the Corporate and its stakeholders.

As part of our sustainability philosophy, during the financial year 2020-21, the Company has implemented framework of Environmental, Social and Governance (ESG). The Company has an elaborate ESG Report that details the efforts of the Company on sustainability and is available along with BRR on the website of the Company at [www.tciexpress.in](http://www.tciexpress.in).

### Principle-wise (as per NVGs) BR Policy / Policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs, has adopted nine (9) areas of Business Responsibility. These nine (9) Principles are supported and mapped by various Policies, Codes and Guidelines of the Company. These briefly along with compliance status thereon are provided herein below:

Principle	Policy covered
'P1' Businesses should conduct and govern themselves with ethics, transparency and accountability.	Ethics and Whistle Blower Policy
'P2' Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	Health, Safety & Environment Policy
'P3' Businesses should promote the wellbeing of all employees.	Human Resource Policy
'P4' Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.	Stakeholders' Engagement Policy
'P5' Businesses should respect and promote human rights.	Stakeholders' Engagement Policy
'P6' Business should respect, protect, and make efforts to restore the environment.	Health, Safety & Environment Policy
'P7' Businesses, when engaged in influencing public and regulatory Policy, should do so in a responsible manner.	Stakeholders' Engagement Policy
'P8' Businesses should support inclusive growth and equitable development.	Corporate Social Responsibility Policy
'P9' Businesses should engage with and provide value to their customers and consumers in a responsible manner.	Stakeholders' Engagement Policy

Sr. no	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have Policy/Policies for:	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the Policy being formulated in consultation with the relevant stakeholders?	Yes								
3	Does the Policy conform to any national / international standards? If yes, specify?	All the Policies have been formulated confirming to applicable statutes / guidelines / rules / policies etc. issued by the Government of India, with an endeavour to consult relevant stakeholders to the extent possible. These policies were formulated keeping in view industry practices and standards.								
4	Has the Policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes. The Policies have been approved by the Board and duly signed by the appropriate authority.								

Sr. no	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the Policy?	Mr. Chander Agarwal, Managing Director is authorised for implementation of Business Responsibility Policies.								
6	Indicate the link for the Policy to be viewed online?	The Policies which are mandatorily required to be uploaded on the website are available at the website of the Company at <a href="https://www.tciexpress.in/tci-express-polices.asp">https://www.tciexpress.in/tci-express-polices.asp</a> . Internal Policies which pertain to the internal stakeholder of the Company are available on intranet.								
7	Has the Policy been formally communicated to all relevant internal and external stakeholders?	Yes. All the Policies communicated to internal stakeholders are available on the internal network of the Company. Policies communicated to external stakeholders (wherever applicable) are available on the Company's website.								
8	Does the Company have in house structure to implement the Policy/Policies?	Implementation of the Policies is evaluated as a part of internal governance of the Company.								
9	Does the Company have a grievance redressal mechanism related to the Policy/Policies to address stakeholders' grievances related to the Policy/Policies?	Relevant Policies itself provides mechanism for reporting any grievances/concerns pertaining to such charter.								
10	Has the Company carried out independent audit/ evaluation of the working of this Policy by an internal or external agency?	The Policies and practices are subject to Internal Audit and/ or review from time to time.								

#### Governance related to Business Responsibility

1	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	At present, frequency for assessment of BR performance of the Company is on annual basis.								
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, Business Responsibility Report is an integral part of Annual Report, which is available on the website of the Company at <a href="https://www.tciexpress.in/annual-reports.asp">https://www.tciexpress.in/annual-reports.asp</a>								

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. no	Particulars	Details	
1	Corporate Identity Number (CIN) of the Company	L62200TG2008PLC061781	
2	Name of the Company	TCI Express Limited	
3	Registered address	Flat No. 306 & 307, 1-8-271 to 273, 3 <sup>rd</sup> Floor, Ashoka Bhoopal Chambers, S.P Road, Secunderabad-500003, Telangana	
4	Website	<a href="http://www.tciexpress.in">www.tciexpress.in</a>	
5	E-mail id	<a href="mailto:secretarial@tciexpress.in">secretarial@tciexpress.in</a>	
6	Financial Year reported	April 01, 2020 to March 31, 2021	
7	Sector(s) that the Company is engaged in (industrial activity code-wise)*	<b>NIC Code</b>	<b>Service Description</b>
		52241	Cargo handling incidental to land transport
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	52242	Cargo handling incidental to water transport
		52243	Cargo handling incidental to air transport
9	Total number of locations where business activity is undertaken by the Company	Please refer Management Discussion and Analysis Report and Company's website <a href="http://www.tciexpress.in">www.tciexpress.in</a> for complete list of services and locations.	
10	Markets served by the Company Local/State/ National/International	The Company has a pan-India presence.	

\*As per National Industrial Classification- Ministry of Statistics and Programme Implementation.

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

(₹ in Crores)

Sr. no	Particulars	Details
1	Paid up Capital	7.69
2	Total Turnover	851.64
3	Total profit after taxes	100.60
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	<p>The Company has spent ₹ 2.05 Crores, 2.00% of its average net profits computed under section 135 of the Act, in the areas of health, education, sports, community and rural development.</p> <p>Appropriate disclosures have been made under <b>Annexure-E</b> to the Board's Report, which forms part of Annual Report for the financial year 2020-21, and also elaborated under Principle -8 of this Report.</p>
5	List of activities in which expenditure in 4 above has been incurred	

## SECTION C: OTHER DETAILS

Sr. no	Particulars	Details
1	Does the Company have any Subsidiary Company / Companies?	No, as on March 31, 2021, the Company does not have any Subsidiary.
2	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)?	Not Applicable, since the Company does not have and Subsidiary as on March 31, 2021.
3	Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	The Company promotes BR initiatives throughout its value chain, however there is no direct participation from its suppliers/vendors and business associate.

## SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

Details of Director/head responsible for implementation of the BR Policy/Policies		
1	DIN Number	00818139
2	Name	Mr. Chander Agarwal
3	Designation	Managing Director
4	Telephone number	+91-124 - 238-4090
5	E-mail address	secretarial@tcexpress.in

## SECTION E: PRINCIPLE-WISE PERFORMANCE

## Principle 1: Businesses should conduct and govern themselves with ethics, transparency and accountability

The Company is always committed to conduct its business affairs in a fair and transparent manner and laid down these fundamental values at all level and grades, including its management, employees, consultants, contractors, trainees or any other person associated with the Company. The Company is also committed to develop a culture which is safe for all employees and to raise concerns about any unethical or unacceptable practice, any event of misconduct or fraud.

In order to adherence of these principles, the Company has formulated code(s) and policy(ies) such as ethics and whistle blower policy, code(s) of conduct, code of fair disclosure, grievance redressal mechanism etc. Also, it presents quarterly reports under the vigil/ grievance redressal mechanism to the Audit/Stakeholder's relationship Committee of the Company.

During the financial year 2020-21, the Company has not received any complaint under the above defined mechanism.

## Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

The Company primarily engaged in logistics and transportation services and do not impact environment prime facie. However, we acknowledge our responsibility towards environment and continuous endeavors' are putting to adopt environment-friendly initiatives within our operations.

The Company continuously strive to implement energy efficient equipment, non-conventional energy sources and alternate nonpolluting fuel etc. In this move, it has expended its scale of services through alternative mode of transpotation

such as railways, airways etc. This has resulted in efficient and environment friendly transportation system, especially in heavily polluted regions. It will also save carbon footprint and safeguard import dependency of oil.

In order to ensure minimum environmental impact from logistics and transportation, the Company promotes local entrepreneurship for its sorting centers/branches and transport, who are mostly owners. Apart from providing employment opportunities to local communities, the Company also provides regular training to these business associates to improve their skills and maintain vehicles efficiently. The Company also does business with SME category, and indirectly responsible for boosting local businesses and job creation. The Company has been registered on Trade Receivable e-Discounting System (TReDS) platforms for facilitating the financing of trade receivables of MSMEs from corporate and other buyers, through multiple financiers.

The Company also engages with its vendors, suppliers and other business associates to incorporate environment-friendly processes and encourage them to adopt green initiatives. It ensures that its vendor/business partners, comply with environment and safety measures. Before collaborating with transportation vendors, as a pre-scrutiny check, we ensure that that vehicle is in proper and fit condition and possess requisite documents such as registration certificate, insurance paper, national permit, pollution under control (PUC), fastag etc. We adhere to the vehicle safety and

quality norms in all our services. In this reporting year, there was no instance of non-compliance on any environmental law or regulation.

The Company is committed to reduce waste, conserve energy and explore opportunities for reuse and recycle. It has already started project of 'digital consignment note' replacing manual consignment note. Paper waste generation has fallen significantly in our operations as a result of our push towards digitization.

The paper waste and e-waste, specifically related to IT, generated from our operations is disposed of in a structured manner only through authorised dealers and recyclers. This will also reduce waste to landfill. Further, at every Corporate and Regional Offices, we have proper mechanism for segregating the organic and inorganic waste, which permits more efficient processing of waste.

Although the scope for using recycled material in logistics operations is limited, however we are constantly exploring opportunities to recycle waste. We aim to use the maximum amount of recycled materials in our vehicles wherever possible and ensure maximum recyclability of the components at the end-of-life of related products.

We believe that the increased focus on Environmental, Social and Governance (ESG) will further strengthen our commitment towards building a sustainable ecosystem in India.

### Principle 3: Businesses should promote the wellbeing of all employees

The Company acknowledges that its employees are the most valuable asset and gives an inclusive culture at work environment. It provides an equal importance to empower and nurture its employees and to achieve greater heights along with the Company's growth. The Company has built over a span of period, a diversified workforce with employees of different ethnicities, sexual orientations, socioeconomic status, geography ages, genders, religions. For promoting woman engagement, the Company build up a secure work environment across all its locations and in order to ensure their safety, instructions have been issued not to sit in office premise beyond the working hours. The Company feels pride being certified as 'Great Place to work' award for the second time in 2020-21.

The Company firmly believes on constitutionally valid principle of 'equal wages for equal work', and provides equal rewards, resources and opportunities to a man and a woman doing the same work with the same amount of responsibilities and duties. The Company shall not tolerate any form of harassment including sexual harassment, child labour, forced labour, discriminatory employment and provide protection against such harassment. There were no complaints related to sexual harassment, child labour, forced or involuntary labour or discriminatory employment reported during the financial year 2020-21.

The Company provides best growth opportunities to employees through internal and external training, development and mentorship programmes. This enables employees to develop skills that are personally fulfilling and building their career better and more efficiently within the organisation. Towards this endeavor, the Company has structured in-house training programmes which include functional training (MOC, SDP OPS, SDP IT & Account, SDP Sales), Behavioral Trainings (SAMVAD, Interpersonal Skills), Skill Building Trainings (Wise, Sutradhaar, PDP) and Orientation Training

The total employee count on roll of the Company as on March 31, 2021 is 2,709 inclusive of 345 permanent women employees and 3 with physical disabilities. However, total 15 employees are hired on a temporary or contractual basis. The Company does not have any employee union/ association. The Company has provided safety and skill up-gradation training to total 1,586 permanent employees, wherein 139 women employees were also facilitated with the training. Also, with regard to disable employees all were undergone with the safety and skill development training.

Employees' wellbeing and safety is Company's foremost priority and it ensures adherence to highest standards of safety throughout its business operations. The Company engages numerous safety training programmes to make



employees aware of these standards and inculcate a culture of safety amongst its employees. The Company also provides training programme for drivers making aware them with road safety norms and better fuel efficiency. During the challenging times of Covid-19, the Company has distributed masks and sanitizer across all its locations. Detailed SOPs have been prepared and displayed at all locations for implementation. Further, facility for 'work from home' was provided to the

employees. A robust IT infrastructure has been put in place for remote working to ensure business functions seamlessly from any location.

The Company has also registered itself under Benevolent Fund Trust to provide financial assistance to beneficiary of the employee/member in case of unfortunate natural or accidental death of an employee.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

The Company believes that an effective stakeholder engagement builds an important role in sustainable growth of the Company and its business activities have an extensive impact on the society in which it operates therefore it is committed to conduct its business in a conscientious manner that builds a sustained optimistic impact on entire society and stakeholders.

The Company has mapped its internal as well as external stakeholders and classified key stakeholders into the different categories such as vendors, transporters, employees, shareholders, analysts, rating agency, lenders, governments, regulatory authorities and communities at large. The Company also recognized its stakeholders specially those of

disadvantaged, vulnerable, marginalized and weaker section of the society and proactively engage with them. The Company at multiple intervals connects with the stakeholders.

As a part of Corporate Social Responsibility philosophy, it concentrates on the needs of these local communities by taking sustainable initiatives in the areas of health, education, sports, community and rural development.

Please refer **Annexure-E** to the Board's Report integrated with CSR section under Principle-8 of this Report, wherein detail(s) of each programme and initiatives undertaken by the Company towards the betterment of disadvantaged, vulnerable and marginalised stakeholders has been enumerated.

**Principle: 5 Businesses should respect and promote human rights**

The Company recognizes the value on human rights and believes that it is one's fundamental rights to live with dignity and respect. The Company is an equal opportunity, gender neutral employer and has a zero tolerance policy towards any discrimination based on gender, religion, caste or class. It governs human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups.

The Company promotes human rights across the entire value chain including its employees. It has well-defined policies and mechanism to promote human behaviour such as policy on human resource, ethics and whistle blower/vigil mechanism, sexual harassment, shareholder's grievance, code of conduct etc.

The Company maintains cordial and transparent relations with all its stakeholders and no complaint was received pertaining to human rights violation during the financial year 2020-21.

**Principle: 6 Business should respect, protect, and make efforts to restore the environment**

The Company considers conservation of the global environment in every aspect of its business activities to contribute to the sustainable development of society. The Company has formulated policy on Health, Safety & Environment (HSE) which guides the organization to continually mitigate the impact on climate change. The potential environmental risks associated with the operations of the Company are identified internally and mitigation measures are undertaken time to time.

At present, the policy extends only to the Company, however, it encourages all stakeholders to implement robust environmental practices across their operations. The Company has developed a mechanism for all vendor/business partners, wherein they submit written consent in the form of agreement, which state the necessity of their compliance with environment protection among others.

The Company is committed to reduce waste, conserve energy and explore opportunities for reuse and recycle, despite that it does not have any specific CDM project at present, being operating in to logistic services. Please refer **Annexure-F** to the Board's Report integrated with sustainability section under Principle-2 of this Report, wherein detail(s) of initiatives undertaken by the Company is briefly elaborated.

With our ongoing focus on asset light business model, most of transportation and logistics services are offered, by deploying the assets of fleet owners, driver cum owners and sorting centre/branch premise owners, who are our key Business Partners. In the current reporting year, various initiatives on energy saving, water saving, waste reduction etc. were implemented by the Company, an indicative list of initiatives undertaken by the Company is appended below:

- a) **Green initiatives:** We are working to reduce emission level by replacement of old vehicles with new standard such as BS-IV, BS-VI, thereby also reducing the associate fuel cost by updating our fleet guidelines. We are encouraging use of compressed natural gas (CNG) in our operations broadly at national capital region. CNG produces 20-30% fewer greenhouse gas emissions and 95% fewer tailpipe emissions than petroleum products and CNG vehicles produce no evaporative emissions. Further, reduction of empty runs for vehicles, increase in capacity utilization of vehicles, resulting in to lower pollution.
- b) **Compliance and pollution norms:** The vehicles that are compliant with low emission norms such as Bharat Stage (Euro) norms i.e. BS-IV/BS-VI models are being encouraged in replace of vehicles more than 5 years old, contracted by the Company. The Company ensures that all its vehicles go through periodic PUC and maintenance checks in aid to maintain minimum pollution levels and that all vehicles are in order of the prescribed norms. The Company is in compliance with the applicable regulatory requirements in relation to emissions / waste generation, wherever applicable. On precautionary measures, the Company ensures its compliance with all latest regulations such as pollution control, national permit, insurance paper, driving license etc. while sourcing vehicles from vendors. The Company has not received any show cause/ legal notices from CPCB/ SPCB, which are pending as at the end of financial year 2020-21.
- c) **Sewage Treatment Plant (STP):** The Company has installed STP at its various hubs and offices to treat the waste water. It has also contributed a lot in water conservation as the treated water is being utilized for secondary purposes, such as washing, gardening and toilet flushing etc.
- d) **Digitization:** Embracing digital technology has not only helped improve efficiency in business operations, but also aided in environmental protection through bringing reduction in paper consumption. Further, pursuant to guidelines issued by Government during Covid-pandemic, the Company sends all notices and documents, including the Annual Report, to shareholders who have registered for the same, by e-mail. This has led to a significant reduction in paper consumption annually.
- e) **TCI Safe Safar:** The TCI group has launched safety initiative which aimed at creating awareness on health and road safety for key stakeholders of the Company such as truck drivers, cleaners, logistics workers and employers etc. The programme highlights the importance of health and road safety through engaging nukkad natak, posters and quizzes travelling to all parts of India urging everyone to participate and take the safety pledge. TCI Safar also conducts health camps for drivers with the help of 'Khushi Clinics'.
- f) **Energy saving:** We have installed light-emitting diode (LED) lighting and fixtures in most of Regional and Corporate offices which provides environmental advantages, including being energy efficient, producing zero toxic elements etc. As a part of Company's policy on 'work from home' substantially helped in reducing usage of electricity at work.
- g) **Water Harvesting:** The Company has installed rain water harvesting at its sorting centers and maintained rain harvesting pits and greenery, which resulted in conservation of fresh water.
- h) **Alternative mode:** Gradually expanding its feet to alternative and efficient mode of transportation. It will also save carbon footprint and safeguard import dependency of oil.
- i) **Segregation and Disposal of waste:** Please refer principle-2 for more details on efforts made towards environment.
- The Company also has an elaborate ESG Report that details the efforts of the Company on sustainability, please refer report available on the website of the Company.

#### Principle: 7 Businesses, when engaged in influencing public and regulatory Policy, should do so in a responsible manner

The Company engages with the public and regulatory bodies time to time. Mr. Chander Agarwal, Managing Director of the Company, sits on the Board of the Express Industry Council of India (EICI) as a management committee member and has played an important role by providing a number of suggestions

and inputs with respect to the logistics industry in India. The Company is also an active member of Confederation of Indian Industries (CII), International Air Transport Association (IATA) and other governing bodies.

#### Principle: 8 Businesses should support inclusive growth and equitable development

The Company's philosophy on inclusive growth and development is to promote diversity, equity and recognize people on their merits and skill sets irrespective of their race, caste, religion, colour, ancestry, marital status, gender, age and nationality.

The Company is committed to implement Corporate Social Responsibility and sustainability activities in a planned and

time bound manner. It is the key responsibility of the Company to practice its communal values through its commitment to grow in a socially and environmentally conscientious way, while protecting interests of its stakeholders.

The Company primarily focused in the areas of promotion of education and skill development, health care, social welfare and rural development, providing sanitation facilities and

tailoring skills to tribal women, in line with the Company's policy on CSR.

The Company undertakes its CSR initiatives and get it implemented through Group's social arms 'TCI Foundation' and 'TCI Charities' ('Organization'), duly registered under Indian Trust Act, 1882. These Organizations are also affiliated with the Ministry of Corporate Affairs to implement CSR activities of the Company in compliance of the Act read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

These Organizations makes an annual presentation to the

CSR Committee/Board of the Company on the efficacy of the programmes in terms of delivery of the desired benefits to the beneficiaries. However, in compliance of (Corporate Social Responsibility Policy) Amendment Rules, 2021, provisions of impact assessment are not applicable to the Company.

Detail(s) of each programmes and initiatives taken for society advantage has been elaborated under **Annexure-E** to the Board's Report, which forms an integral part of Annual Report. Most of our programmes aimed for the upliftment of the communities residing in the vicinity of its facilities and the Organization ensures that our initiatives are successfully adopted by the community at large.

**Principle: 9 Businesses should engage with and provide value to their customers and consumers in a responsible manner**

The Company aims to generate highest value for the consumer with every aspect of service that it offers. All its efforts are directed towards meeting and surpassing customer expectations and creating customer delight through enhanced value creation and generating utmost level of satisfaction for the customer.

The Company follows customer centric approach to understand customer needs and deliver accordingly. It also encourages adoption of new services and technology to ensure customer satisfaction and loyalty.

There are no cases filed by any Stakeholder against the

Company regarding unfair trade practices, irresponsible advertising and/or anticompetitive behavior. As regards to consumer cases, the Company has received three (3) cases during the financial year ended on March 31, 2021.

In this new era in which digital channels become mainstream, we recognize the need of digitalization and rely on advanced technology to ensure smoother and seamless operations. We have also adopted Artificial Intelligence (AI) powered chatbots to redress customer grievances. Further, we intend to introduce robotic process automation to simplify customer inquiries at larger level.

# Independent Auditor's Report

## To The Members of TCI Express Limited

### Report on the Audit of the Ind AS Financial Statements

#### OPINION

We have audited the accompanying Ind AS financial statements of TCI Express Limited (the 'Company'), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2021, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p><b>Impairment testing of investments in Uketoru Co. Ltd, Japan</b></p> <p>Refer note 6 to the accompanying financial statements.</p> <p>As at March 31, 2021, the carrying amount of investment in Uketoru Co. Ltd, Japan is ₹ 1.02 crores (net of impairment gain of ₹ 10 lakhs).</p> <p>The net worth of Uketoru Co. Ltd, Japan as at March 31, 2021 is fully eroded, as per unaudited accounts. No audited accounts for any years are available. The management has considered that there is possible impairment in the carrying value of the investment. Accordingly, the management has obtained valuation by an independent valuer who has, as per discounted free cash flow to Equity, arrived at total fair value/investment value with application of income approach (DCF Method) INR 1,01,65,745 of 50 shares Investment.</p> <p>Considering the materiality of the amounts involved, the significant management judgement required is being inherently subjective, this matter has been identified as a key audit matter for the current year audit.</p>	<p><b>Our procedures included, but were not limited to the following:</b></p> <ul style="list-style-type: none"> <li>Obtained an understanding of management's process and evaluation design and tested operating effectiveness of controls around identification of indicators of impairment under Ind AS;</li> <li>Assessed the appropriateness of methodology and valuation model used by the valuers to estimate the recoverable value of investment in Uketoru Co. Ltd;</li> <li>Assessed the professional competence of the valuation specialist, who are "Merchant Banker" registered with SEBI and "Registered valuer" registered with IBBI as engaged by the management;</li> <li>Based on our procedures, we also considered the adequacy of disclosures in respect of investment in the said Uketoru Co. Ltd, in the notes to the financial statements.</li> </ul>

## INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) the financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act;
- f) we have also audited the internal financial controls over financial reporting (IFCOFR) of the Company as on March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report as per Annexure B expressed an unmodified opinion;
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - I. the Company has disclosed the impact of pending litigations on its financial position in the financial statements;
  - II. the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - III. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021;

For R.S. Agarwala & Co.

Chartered Accountants

Firm's Regn No:-304045E

( R.S.Agarwala )

Partner

Place: Kolkata

Date: 19.05.2021

Membership No.005534

UDIN: 21005534AAAAAB7874

#### Annexure "A" to Independent Auditors' Report of even date to the members of TCI Express Limited, on the Ind AS Financial Statement for the year ended 31st March, 2021.

Referred to in paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

- 1 a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) We are informed that a test of physical verification of these assets was carried out by the management at reasonable intervals and no material discrepancies were noticed. In our Opinion, the frequency of verification of Fixed Assets is reasonable having

regards to the size of the Company and nature of its assets;

- c) Most of the immovable properties as disclosed in the financial statement have been transferred on demerger. Out of the total properties transferred on demerger, twenty-four (24) numbers of properties have already been transferred in the name of the Company and title deeds of balance twenty-three (23) immovable properties are in the process of transfer. Properties purchased during the financial year are held in the name of the Company.

- 2 The Company does not hold any inventory. Accordingly the provisions of Clause 3 (ii) of the order, 2016 are not applicable.
- 3 The Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of Clause 3 (iii) of the said order are not applicable.
- 4 The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186 of the Companies Act, 2013. Therefore, the provisions of clause 3(iv) of the said order are not applicable.
- 5 The Company has not accepted any deposits from the public.
- 6 The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act in respect of any activities of the Company.
- 7 (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, professional tax, income tax, custom duty, Goods and Service Tax, Cess and any other statutory dues to the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income-tax or sales tax or duty of excise or value added tax or cess or Employees' State Insurance or stamp duty as at March 31, 2021 which have not been deposited on account of any dispute are as under:

Nature of the Statute	Nature of the dues	Amount (In Crores)	Period to which amount relates	Forum where dispute is pending
Entry Tax Act	Entry Tax	1.03	2011-12	Various Authorities
Sales tax Act	Sales Tax	2.62	2012-13, 2014-15, 2015-16, 2016-17	Various Labour Court
Stamp Duty Act	Stamp Duty	10.84	2020-21	Stamp Registrar Authority

- 8 According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or bank or Government during the year. The Company has not issued any debentures.
- 9 The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). The term loans have been applied for the purposes for which they were obtained.
- 10 During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such cases by the management during the course of our audit.
- 11 The Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- 12 The Company is not a Nidhi Company.
- 13 The transactions with related parties are in compliance with the provisions of Section 177 and 188 of the Act. The details of the related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standard.
- 14 The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of Clause 3 (xiv) of the order are not applicable.
- 15 The Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of Clause 3 (xv) of the order are not applicable.
- 16 The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For R.S. Agarwala & Co.**  
**Chartered Accountants**  
**Firm's Regn No:-304045E**

**( R.S.Agarwala)**  
 Partner

**Place:** Kolkata  
**Date:** 19.05.2021

Membership No.005534  
**UDIN:** 21005534AAAAAB7874

## ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of TCI Express Limited on the Ind AS financial statements for the year ended March 31, 2021

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of TCI Express Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

## MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

## AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment

of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R.S. Agarwala & Co.  
Chartered Accountants  
Firm's Regn No:-304045E

(R.S. Agarwala)

Partner

Place: Kolkata  
Date: 19.05.2021

Membership No.005534  
UDIN: 21005534AAAAAB7874

# Balance Sheet

As at March 31, 2021

(₹ in Crores)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	2	224.43	181.63
Right-of-use assets	3	2.18	1.62
Capital work-in-progress	4	27.75	23.05
Intangible assets	5	1.77	2.18
Financial assets			
Investments	6	1.02	0.91
Other financial assets	7	13.65	-
		<b>270.80</b>	<b>209.39</b>
<b>Current Assets</b>			
Financial assets			
Investment	8	58.71	28.59
Trade receivables	9	169.46	165.77
Cash and cash equivalents	10	9.16	11.12
Other bank balances	11	18.06	1.48
Loans & advances	12	10.93	9.19
Current tax assets (net)	13	2.01	3.87
Other current assets	14	4.53	2.12
		<b>272.86</b>	<b>222.14</b>
<b>Total Assets</b>		<b>543.66</b>	<b>431.53</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	15	7.69	7.67
Other equity	16	426.18	329.60
		<b>433.87</b>	<b>337.27</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial liabilities			
Borrowings	17	1.01	1.91
Lease liabilities	18	0.12	0.12
Deferred tax liabilities (net)	19	5.37	4.13
		<b>6.50</b>	<b>6.16</b>
<b>Current Liabilities</b>			
Financial liabilities			
Borrowings	20	0.01	0.93
Trade payables	21		
Total outstanding dues of micro enterprises and small enterprises		1.62	1.56
Total outstanding dues of creditors other than micro enterprises and small enterprises		73.57	60.40
Other financial liabilities	22	9.93	6.92
Other current liabilities	23	13.89	13.61
Provisions	24	4.27	4.68
		<b>103.29</b>	<b>88.10</b>
		<b>109.79</b>	<b>94.26</b>
<b>Total Equity and Liabilities</b>		<b>543.66</b>	<b>431.53</b>

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

For R S Agarwala & Co.  
Chartered Accountants  
Firm Reg No. 304045E

D P Agarwal  
Chairman  
(New Delhi)\*

Chander Agarwal  
Managing Director  
(New Delhi)\*

Murali Krishna Chevuturi  
Director  
(Hyderabad)\*

R S Agarwala  
Partner  
(Membership No. 005534)  
Place: Kolkata\*  
Date: May 19, 2021

Mukti Lal  
VP & CFO  
(Gurugram)\*

Priyanka  
Company Secretary  
(Gurugram)\*

Note: (\*)The Board of Directors have approved Financial Statements at its meeting held on May 19, 2021, through video conferencing.

# Statement of Profit and Loss

for the year ended March 31, 2021

(₹ in Crores)

Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
<b>Revenue</b>			
Revenue from operations	25	843.99	1,031.96
Other income	26	7.65	4.37
<b>Total Income</b>		<b>851.64</b>	<b>1,036.33</b>
<b>Expenses</b>			
Operating expenses	27	566.73	734.16
Employee benefits expense	28	87.34	101.80
Finance costs	29	0.78	0.90
Depreciation and amortization expense	30	8.97	7.79
Other expense	31	55.60	74.70
<b>Total</b>		<b>719.42</b>	<b>919.35</b>
<b>Profit Before Tax</b>		<b>132.22</b>	<b>116.98</b>
<b>Tax Expense (refer note 33)</b>			
Current tax		31.51	28.95
Income tax expense pertaining to earlier years		(1.23)	-
Deferred tax		1.34	(1.05)
		31.62	27.90
<b>Profit for the Year</b>		<b>100.60</b>	<b>89.08</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified subsequently to profit or loss			
Changes in fair value of equity instrument designated as fair value through OCI		0.11	(0.34)
Re-measurement of defined benefit liability		(0.47)	(0.97)
Less : tax on above items		0.09	0.33
		<b>(0.27)</b>	<b>(0.98)</b>
<b>Total comprehensive income for the year</b>		<b>100.33</b>	<b>88.10</b>
<b>Earning per equity share</b>			
--Basic	32	26.19	23.23
--Diluted		26.15	23.19

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

**For R S Agarwala & Co.**  
Chartered Accountants  
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# Statement of Changes in Equity

As at March 31, 2021

**A. Equity Share Capital**

(₹ in Crores)

Particulars	No. of Shares	Amount
Opening balance as at April 1, 2020	38,355,400	7.67
Changes in equity share capital during the year	79,125	0.02
Closing balance as at March 31, 2021	38,434,525	7.69

**B. Other Equity (refer note 16)**

(₹ in Crores)

Particulars	Reserve and Surplus					Total
	Retained Earnings	Securities Premium	General Reserve	Share Options Outstanding account	Other Comprehensive Income Reserve	
Opening balance as at April 1, 2020	35.53	3.33	290.34	2.53	(2.13)	329.60
Profit for the year	100.60	-	-	-	-	100.60
Other comprehensive income (net of tax)	-	-	-	-	(0.27)	(0.27)
<b>Total comprehensive income for the year</b>	<b>100.60</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.27)</b>	<b>100.33</b>
Exercise of stock options	-	4.64	-	-	-	4.64
Issue of equity shares, net off transaction cost	-	-	-	(0.70)	-	(0.70)
Transfer in/out general reserve	(75.00)	-	75.00	-	-	-
<b>Transaction with owners in their capacity as owners:</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Dividend paid during the year	(7.69)	-	-	-	-	(7.69)
<b>Closing balance as at March 31, 2021</b>	<b>53.44</b>	<b>7.97</b>	<b>365.34</b>	<b>1.83</b>	<b>(2.40)</b>	<b>426.18</b>

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

**For R S Agarwala & Co.**  
Chartered Accountants  
Firm Reg No. 304045E

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Place: Kolkata\*  
Date: May 19, 2021

**Mukti Lal**  
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(Gurugram)\*

**Priyanka**  
Company Secretary  
(Gurugram)\*

Note: (\*)The Board of Directors have approved Financial Statements at its meeting held on May 19, 2021, through video conferencing.

# Statement of Cash Flow

for the year ended March 31, 2021

	(₹ in Crores)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	132.22	116.98
<b>Adjustments for:</b>		
Depreciation and amortisation	8.97	7.79
Loss/(profit) on disposal of property, plant and equipment (net)	(1.29)	0.30
Amortisation of leasehold land	0.04	0.05
Recognised/reversal under expected credit loss model	(0.50)	0.52
Fair valuation of investments designated as FVOCI	0.11	(0.34)
Remeasurements of net defined measurement plans	(0.47)	(0.97)
Employee stock option compensation	1.78	2.16
Miscellaneous provisions written back	(0.17)	(0.91)
Finance costs	0.78	0.90
Interest/dividend income	(3.24)	(0.65)
<b>Adjustment for:</b>	6.01	8.85
<b>Operating profit before working capital changes</b>	<b>138.23</b>	<b>125.83</b>
<b>Changes in Operating Assets and Liabilities:</b>		
Trade receivable	(3.20)	(2.63)
Loans, other financial assets and other assets	(4.16)	0.34
Trade payables	13.23	(10.40)
Other financial liabilities and provisions	3.16	0.15
<b>Cash Generation From Operations</b>	<b>147.26</b>	<b>113.29</b>
Direct taxes paid	(28.41)	(31.66)
<b>Net Cash flow from Operating Activities (A)</b>	<b>118.85</b>	<b>81.63</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(57.68)	(32.06)
Proceeds on sale of property, plant and equipment	2.31	0.16
Purchase of investments	(43.88)	(28.25)
Interest received	3.24	0.65
<b>Net Cash flow from Investing Activities (B)</b>	<b>(96.01)</b>	<b>(59.50)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES *</b>		
Short term borrowings	(0.91)	(5.45)
Proceeds from issuance of share capital	2.17	1.48
Proceeds from term borrowings	0.16	0.91
Repayment of term borrowings	(1.18)	(1.38)
Payment of dividends	(7.69)	(17.64)
Payment of dividend tax	-	(3.63)
Finance costs paid	(0.77)	(0.92)
<b>Net Cash flow from Financing Activities (C)</b>	<b>(8.22)</b>	<b>(26.63)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>14.62</b>	<b>(4.50)</b>
Cash and cash equivalents at April, 1	12.60	17.10
<b>Cash and Cash Equivalents as at March, 31</b>	<b>27.22</b>	<b>12.60</b>

\* Refer note 46 for Net debt reconciliation.

# Cash and cash equivalent at the end of the year include:

Particulars	As at March 31, 2021	As at March 31, 2020
Cash on hand	1.72	0.59
Cheques, draft on hand	7.03	10.50
Bank balance with current account	0.41	0.03
<b>Cash and Cash Equivalents</b>	<b>9.16</b>	<b>11.12</b>
Investment in term deposit	16.36	-
Other bank balances	1.70	1.48
<b>Other Bank Balances</b>	<b>18.06</b>	<b>1.48</b>

**Notes.** The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

#### Statement of significant accounting policies

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

**For R S Agarwala & Co.**  
Chartered Accountants  
Firm Reg No. 304045E

**D P Agarwal**  
**Chairman**  
**(New Delhi)\***

**Chander Agarwal**  
**Managing Director**  
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**Director**  
**(Hyderabad)\***

**R S Agarwala**  
Partner  
(Membership No. 005534)  
**Place:** Kolkata\*  
**Date:** May 19, 2021

**Mukti Lal**  
**VP & CFO**  
**(Gurugram)\***

**Priyanka**  
**Company Secretary**  
**(Gurugram)\***

Note: (\*)The Board of Directors have approved Financial Statements at its meeting held on May 19, 2021, through video conferencing.

# Notes to the Financial Statements

for the year ended 31 March 2021

## Summary of Significant Accounting Policies

### I) Corporate Overview

TCI Express Limited ('TCIEXP' or 'the Company') is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The main objective of the Company is to carry express cargo distribution through road, rail, air and water mode. The Equity Shares of the Company are listed with National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited.

The registered office of TCI Express Ltd is situated at Flat Nos. 306 & 307, 1-8-271 to 273, 3<sup>rd</sup> Floor, Ashoka Bhoopal Chambers, S.P Road, Secunderabad- 500003 Telangana and the Corporate Office of the Company is situated at TCI House, 69, Institutional Area, Sector -32, Gurugram-122001 Haryana.

### II) Basis of preparation of financial statements

These notes provide the list of the significant accounting policies/basis adopted in the preparation of these Ind AS financial statements. These policies/basis have been consistently applied to all the years presented, unless otherwise stated.

#### i) Compliance with Ind AS

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs (MCA) pursuant to Section 133 of the Companies Act 2013, read with Companies ( Indian Accounting Standards) Rules, 2015 and Companies ( Indian Accounting Standards ) Amendment Rules 2016. The Company has consistently applied the accounting policies during the period presented in the financial statements.

These financial statements for the year ended March 31, 2021 were approved and adopted by Board of Directors of the Company in their meeting held on May 19, 2021.

#### ii) Historical cost convention

The financial statements have been prepared on going concern basis under the historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans – plan assets measured at fair value; and
- Share based payments which are measured at fair value of the options.

#### iii) Use of significant accounting estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets, liabilities. It also affects the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note v(u) below. Accounting estimates could change from period to period. Although these estimates are based on management's best knowledge of current event and action, actual results could differ from those estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

- iv) All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated.

## v) Significant accounting policies

### a) Current versus non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II the Schedule III to the Act. An asset is treated as current when it is:

- Expected to be realised or intended to be sold in Company's normal operating cycle\*
- Held primarily for purpose of trading,
- Asset is intended for sale or consumption
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle\*
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

\*Operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### b) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, freight charges, initial insurance charges, borrowing cost if capitalization criteria are met and any other directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognized as interest expense and not included in cost of asset.

#### Depreciation methods, estimated useful lives and residual value.

Depreciation on property, plant and equipment is provided on the straight line method arrived on the basis of the useful life prescribed under Schedule II of the Companies Act, 2013. The following useful life of assets has been taken by the Company: Management believes that useful life of assets are same as those prescribed in Schedule II to the Act.



Tangible Assets	Useful Life
Building	60 Years
Leasehold improvement	Lease term
Plant and machinery	15 Years
Furniture and fittings	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computer equipment	3 Years
Leasehold land	Over the period of lease

The residual values are not more than 5% of the original cost of the asset. The assets residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

Advance paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advance under other non-current assets and cost of assets not ready to use before such date are disclosed under 'Capital work in progress'.

#### De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of profit and loss when the asset is derecognized.

### c) Intangible assets

#### Recognition and initial measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

#### Subsequent measurement (depreciation and useful lives)

All finite-lived intangible assets are accounted for using the cost model whereby capitalized costs are amortized on a straight-line basis over their estimated useful lives. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Residual values and useful lives are reviewed at each reporting date and any change in the same is accounted for prospectively. The following useful lives are applied:

Intangible assets	Useful life (in years)
Software	Amortized over a period of 6 years

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

### d) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset,

unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in the statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

#### **e) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

#### **f) Functional and presentation currency**

The financial statements are presented in Indian Rupees (INR), which is also the Company's functional and presentation currency of the Company.

##### **Foreign currencies**

##### **Transactions and balances**

##### **Initial recognition**

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

##### **Subsequent measurement**

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

##### **Exchange differences**

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

#### **g) Leases**

The Company has adopted Ind AS-116 'Leases', using modified retrospective approach, which has resulted in recognition of Right-of-Use Asset and corresponding Lease Liability.

##### **Company as a lessee**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense in the statement of profit and loss on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

#### **Initial measurement**

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives (if any).

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

#### **Subsequent measurement**

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment loss, (if any). ROU is depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made.

Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet.

#### **The Company as a lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized in statement of profit and loss on a straight line basis over the term of the relevant lease.

#### **h) Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### i) Revenue recognition

The Company derives revenues primarily from business of freight. The Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. The Company has adopted Ind AS 115 using the cumulative effect method.

Revenue is recognized either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and are custodian of goods and is also exposed to credit risks.

The Company recognizes revenue from contracts with customers based on a five step model (refer note 36). The Company recognizes contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the company satisfies a performance obligation before it receives the consideration, the Company recognizes either a contract asset or a receivable in its statement of financial position.

The Company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below:

##### Freight services

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on services such as Goods and service tax.

#### j) Other income

##### Rental income

Income from rent is recognized over the period of the contract on straight line basis. Initial direct cost is expensed off when incurred.

##### Interest income

Interest income on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

For all Financial Assets measured at amortised cost or at fair value through other comprehensive income (refer 'k' below), interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc. Interest income is included in finance income in the statement of profit and loss.

#### Dividends

Dividends are recognized in the statement of Profit and Loss only when the right to receive payment is established.

### k) Financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit and loss which are measured initially at fair value.

Subsequent measurement of financial assets and financial liabilities is described below.

#### Financial assets

##### Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- i. **Financial assets at amortised cost** a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

- ii. **Equity investments** All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income (OCI).

#### De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

### ii Financial liabilities

#### Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using the effective interest rate method ('EIR').

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

#### De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the



de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

#### **Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

##### **Trade receivable**

The companies apply the approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables. As a practical expedient, the Company uses a provision matrix to determine the impairment loss allowance on its portfolio of its trade receivable. The provision matrix is based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis observed default rates over the expected life of the trade receivable. At every reporting date, the historical observed default rates are updated.

##### **Other financial assets**

For recognition of impairment loss on other financial asset and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has been increased significantly, impairment loss is provided.

### **I) Retirement and other employee benefits**

#### **Defined contribution plan**

Defined Contribution plan such as provident fund, employee state insurance scheme, labour welfare fund and benevolent fund are charged to the statement of profit and loss as incurred. The Company has no obligation, other than the contribution payable to these funds/schemes. The Company recognizes contribution payable to these funds/schemes as an expense, when an employee renders the related service. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

#### **Defined benefit plans**

The Company provides for gratuity, a defined benefit plan covering eligible employees. The gratuity plans provides lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount base on the respective employees base salary and the tenure of employment. The gratuity liability is paid to the gratuity fund set up by the Company (TCI Express Gratuity Fund Trust). A provision for gratuity liability to the employee is made on the basis of actuarial valuation determined using the projected unit credit method. The benefits are discounted using the discount rates for Government Securities at the end of the reporting period that have terms approximating to the terms of the related obligation.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

#### **Other employee benefits**

##### **Compensated absences**

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

#### Other short term benefits

Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

#### m) Employee stock option plan (share based payments)

The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

#### n) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

#### o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

#### p) Taxes

##### Current income tax

Current income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### Deferred tax

Deferred tax is recognized using the liability method in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding amounts used in the computation of taxable profit.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (Minimum alternate tax credit entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### q) Segment reporting

As the Company's main business activity falls within a single primary Business segment viz. "Express Cargo", provisions of Segment Reporting as per Ind AS 108 are not applicable.

#### r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash/cheques on hand and short-term deposits with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.

#### s) Dividend distribution to equity holders

The Company recognizes a liability to make dividend distributions to equity holders when the distribution is authorized and is no longer left to the discretion of the Company. As per the corporate laws in India, a distribution of final dividend is authorized when it is approved by the shareholders; and a distribution of interim dividend is authorized by the board of directors. The amount of dividend so authorized is adjusted directly in other equity.

#### t) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### u) Significant management judgement in applying accounting policies and estimation uncertainty

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Company's accounting policies and that may have the most significant effect on the amounts recognized in the financial Statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- a. **Revenue** - The Company recognises revenue from contracts with customers based on a five-step model as per Ind AS 115 (Refe Note 'i') which involves judgements such as identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from

such deliverables. The management exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. It considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. Revenue from freight services is recognised over time using percentage-of-completion method. The management uses judgement to estimate the services provided as on reporting date as a proportion of total services provided which is used to determine the degree of the completion of the performance obligation.

- b. Allowance for doubtful debts** – The allowance for doubtful debts reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Company's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected future economic conditions. If the present economic and financial situation of the Company's debtors with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payment, additional expected credit loss may be required.
- c. Useful lives of depreciable/amortizable assets** – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.
- d. Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.
- e. Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- f. Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal and economic limits or uncertainties in various tax jurisdictions.
- g. Contingent liabilities** – The Company is the subject of legal proceedings and tax issues which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.
- h. Provisions** – At the end of each reporting period on the basis of the management judgement, changes in facts and legal aspects, the Company assesses the requirement of the provisions. However, the actual future outcome may differ from this judgement.

## RECENT ACCOUNTING POUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2021. MCA issued notifications dated 24th March, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statement. These amendments are applicable to the Company for the financial year starting 1st April, 2021.

# Notes to the Financial Statements

for the year ended March 31, 2021

## 2. Property, Plant and Equipment

(₹ in Crores)

Particulars	Freehold Land	Building (a)	Vehicle	Office Equipments	Plant & Machinery	Furniture & Fixture	Computer -Hardware	Total
<b>Gross carrying value</b>								
Opening balance at April 1, 2020	79.07	78.98	9.76	8.84	12.18	9.99	10.00	208.82
Additions	14.20	30.93	1.19	0.70	2.41	1.78	0.84	52.05
Disposals	0.66	0.03	0.42	-	0.13	-	0.67	1.91
Closing balance at March 31, 2021	92.61	109.88	10.53	9.54	14.46	11.77	10.17	258.96
<b>Accumulated depreciation</b>								
Opening balance at April 1, 2020	-	5.82	2.61	4.34	3.96	4.83	5.63	27.19
Charge for the year		1.36	1.24	1.47	1.47	0.80	1.90	8.24
Disposals		0.01	0.12	-	0.13	-	0.64	0.90
Closing balance at March 31, 2021	-	7.17	3.73	5.81	5.30	5.63	6.89	34.53
<b>Net block as at March 31, 2020</b>	<b>79.07</b>	<b>73.16</b>	<b>7.15</b>	<b>4.50</b>	<b>8.22</b>	<b>5.16</b>	<b>4.37</b>	<b>181.63</b>
<b>Net block as at March 31, 2021</b>	<b>92.61</b>	<b>102.71</b>	<b>6.80</b>	<b>3.73</b>	<b>9.16</b>	<b>6.14</b>	<b>3.28</b>	<b>224.43</b>

- a. Buildings includes those on leasehold land (cost ₹ 9.25 crores accumulated depreciation ₹ 1.67 crores and written down value ₹ 7.58 crores) as on March 31, 2021, (Cost ₹ 7.55 crores, accumulated depreciation ₹ 1.28 crores and written down value ₹ 6.27 crores) as on March 31, 2020.
- b. Pursuant to Scheme of arrangement between Transport Corporation of India Limited (TCIL) and TCI Express Limited (TCIEXPRESS) and their respective shareholders, 47 immovable Properties are required to be transferred in the name of TCIEXPRESS. Out of 47 Immovable properties, 24 immovable properties has been transferred in the name of TCIEXPRESS and rest of the immovable properties are in process of transfer. (refer note 47).

## Capitalised Borrowing Cost

The Company has not capitalised any borrowing costs during the year ended March 31, 2021 and March 31, 2020.

## 3. Right of Use Assets

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Leasehold land	2.02	1.62
Building	0.16	-
<b>Total</b>	<b>2.18</b>	<b>1.62</b>

Following are the changes in the carrying value of Right of Use Assets:

(₹ in Crores)

Particulars	Land	Building	Total
Opening balance as at April 1, 2020	1.62	0.00	1.62
Addition	0.45	0.43	0.88
Deletion	(0.04)	0.00	(0.04)
Depreciation	0.00	(0.27)	(0.27)
<b>Closing balance as at March 31, 2021</b>	<b>2.02</b>	<b>0.16</b>	<b>2.18</b>

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of profit and loss.



# Notes to the Financial Statements

for the year ended March 31, 2021

## 4. Capital Work-In-Progress (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Capital work-in-progress	27.75	23.05

## Movement in Capital Work In Progress: (₹ in Crores)

Particulars	Amount
Opening balance as at April 1, 2020	23.05
Add: Additions during the year	43.75
Less: Capitalisation during the year	39.05
Closing balance as at March 31, 2021	27.75

## 5. Intangible Assets (₹ in Crores)

Description	Amount
Gross carrying value	
Opening balance as at April 1, 2020	4.35
Additions	0.05
Disposals	-
Closing balance as at March 31, 2021	4.40
Accumulated amortisation	
Opening balance as at April 1, 2020	2.17
Amortisation	0.46
Disposals	-
Closing balance as at March 31, 2021	2.63
Net block as at March 31, 2020	2.18
Net block as at March 31, 2021	1.77

The Company has capitalized software and disclosed under the head "Intangible Assets".

## 6. Investments (₹ in Crores)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	Amount	Number of Shares	Amount
Unquoted				
In equity instruments (at FVOCI)				
Uketoru Co. Ltd	50	1.02	50	0.91
Total	50	1.02	50	0.91

Uketoru Co Ltd is a start up entity in which the Company has made investments. Considering the nature of start -up entity, the value of investment as on 31.03.2021 is reasonable and fair enough.

## Detail of amounts recorded in Other Comprehensive Income: (₹ in Crores)

Particulars	As at March 31, 2021			As at March 31, 2020		
	Gross	Tax	Net	Gross	Tax	Net
Net gain/(loss) on :	0.11	0.03	0.07	(0.34)	(0.09)	(0.25)
Equity securities						

## 7. Other Financial Asset (₹ in Crores)

Particulars	As at March 31, 2021
Investment in term deposit	13.65

Fixed deposits with bank for the maturity period of more than 12 months.

# Notes to the Financial Statements

for the year ended March 31, 2021

**8. Investment**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Investment in mutual funds</b>		
Unquoted : at fair value through profit and loss	58.71	28.59
<b>Total</b>	<b>58.71</b>	<b>28.59</b>

**9. Trade Receivables**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured :</b>		
Considered good	169.46	165.77
Considered doubtful	1.20	1.69
	<b>170.66</b>	<b>167.46</b>
Less: allowances for credit losses	1.20	1.69
<b>Total</b>	<b>169.46</b>	<b>165.77</b>

**10. Cash and Cash Equivalents**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Cash on hand	1.72	0.59
Cheques on hand	7.03	10.50
Balance with banks -In current accounts	0.41	0.03
<b>Total</b>	<b>9.16</b>	<b>11.12</b>

**11. Other Bank Balances**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Earmarked bank balances :</b>		
Unclaimed dividend accounts	1.42	1.23
Fixed deposits with maturity of less than 12 months	16.36	0.01
Fractional shares	0.05	0.05
Margin money deposits	0.23	0.19
<b>Total</b>	<b>18.06</b>	<b>1.48</b>

Refer note 35 on Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

**12. Loans & Advances**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good, unless otherwise stated (carried at amortised cost)"</b>		
<b>Security deposits :</b>		
with related parties	2.17	2.21
with customers	0.95	0.44
with others	7.67	6.28
Loans to employees	0.14	0.26
<b>Total</b>	<b>10.93</b>	<b>9.19</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

**13. Current Tax Assets(Liabilities)**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance tax (net of provision)	2.01	3.87
<b>Total</b>	<b>2.01</b>	<b>3.87</b>

**14. Other Current Assets**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Prepaid expenses	1.23	0.97
Input tax credit receivable	1.93	0.00
Deferred expense (POCM)	0.41	0.89
<b>Operational advances :</b>		
considered good	0.96	0.26
considered doubtful	0.87	0.87
Less: provision for doubtful advances & deposits	(0.87)	(0.87)
<b>Total</b>	<b>4.53</b>	<b>2.12</b>

**15. Equity Share Capital**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Authorised :</b>		
5,00,00,000 equity shares of ₹ 2 each	10.00	10.00
<b>Issued, Subscribed &amp; Paid up :</b>		
38,434,525 Equity shares of ₹ 2 each (March 31, 2020 : 38,355,400 Equity shares of ₹ 2 each)	7.69	7.67
<b>Total</b>	<b>7.69</b>	<b>7.67</b>

**(a) Reconciliation of Number of Shares**

(₹ in Crores)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	38,355,400	7.67	38,310,625	7.66
Add: allotted under Employee Stock Option Scheme	79,125	0.02	44,775	0.01
Equity shares at the end of the year :	<b>38,434,525</b>	<b>7.69</b>	<b>38,355,400</b>	<b>7.67</b>

**(b) Rights/Preferences/Restrictions Attached to Equity Shares**

The Company has only one class of Equity Share having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholding.

As on March 31, 2021, 362,265 Equity shares (March 31, 2020, 363,182 Equity shares) are lying in Demat Suspense Account of the Company. Dividend on these shares transferred into bank account linked with demat suspense account. The voting and beneficial rights of these shares are frozen till the rightful owner of such shares claims such unclaimed shares.

# Notes to the Financial Statements

for the year ended March 31, 2021

**(c) Details of Shareholders holding more than 5% shares in the Company**

(₹ in Crores)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No of shares	% holding	No of shares	% holding
Bhoruka Express Consolidated Limited	17,058,233	44.38%	17,050,033	44.45%
D P Agarwal representing TCI Trading	2,487,497	6.47%	2,487,497	6.49%
	<b>19,545,730</b>	<b>50.85%</b>	<b>19,537,530</b>	<b>50.94%</b>

**(e) Share reserved under Employee Stock Option Plan**

The Shareholders in their meeting held on November 1, 2016 have approved the resolution to create, grant, issue and offer 9,57,218 options representing 2.5% of the paid up share capital on that date of shareholders approval in form of options, in one or more tranches under ESOP Scheme 2016.

During the year, in respect of option granted under the Employees Stock Option Scheme 2016 and in accordance with the guidelines issued by Securities and Exchange Board of India, the accounting value of Option (based on fair value of share on the date of grant of option minus option price) is accounted as a deferred employee compensation, which is amortised on straight line basis over the vesting period. Amortisation of deferred employee compensation are detailed as below:

March 31, 2021 : ₹ 1.78 crores      March 31, 2020 ₹ 2.16 crores

**(f) In the period of five years immediately preceeding March 31 2021 :**

As per the Scheme of Arrangement, 3,80,36,800 Equity shares issued to shareholders of Transport Corporation of India Limited on August 31, 2016.

251,925 Shares allotted to erstwhile employees of Transport Corporation of India Limited against Employees Stock Option exercised by them during the financial year 2016-17.

21,900 Equity shares allotted to eligible employees during the financial year 2018-19.

44,775 Equity shares allotted to the eligible employees during the financial year 2019-20.

During the year, the Company has allotted 79,125 Equity shares to the eligible employees pursuant to ESOP-2016.

**16. Other Equity**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>(i) Retained earnings</b>		
Opening balance	35.53	27.72
Add: net profit for the current year	100.60	89.08
Less: dividends	(7.69)	(17.64)
Less: tax on dividends	-	(3.63)
<b>Profit available for appropriation</b>	<b>128.44</b>	<b>95.53</b>
Transferred to general reserve	(75.00)	(60.00)
<b>Closing balance</b>	<b>53.44</b>	<b>35.53</b>
<b>(ii) Securities premium</b>		
Opening balance	3.33	0.99
Add on employee stock option	4.64	2.34
	<b>7.97</b>	<b>3.33</b>
<b>(iii) General reserve</b>		
Opening balance	290.34	230.34
Transferred during the year	75.00	60.00
	<b>365.34</b>	<b>290.34</b>
<b>(iv) Other reserves</b>		
<b>Share options outstanding account</b>		
Opening balance	2.53	1.63
Add : created against Stock Options granted during the year	1.78	2.16
Less : exercise of Stock Option	2.48	1.26
	<b>1.83</b>	<b>2.53</b>
<b>(v) Other comprehensive income reserve</b>		
<b>Remeasurements of the net defined benefit plans</b>		
Opening balance	(2.13)	(1.15)
Changes during the year	(0.27)	(0.98)
	<b>(2.40)</b>	<b>(2.13)</b>
<b>Total other equity</b>	<b>426.18</b>	<b>329.60</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

## Nature and purpose of other reserves

### Securities premium

Securities premium represents premium received on issue of shares under ESOP. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

### Employee's stock options outstanding account

The account is used to recognise the grant date value of options issued to employees under Employee stock option plan 2016, and adjusted as and when such options are exercised or otherwise expire.

### General reserve

The Company has transferred a portion of the net profit of the company before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Though under the Companies Act, 2013 transfer to general reserve is not required.

## 17. Borrowings

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Secured</b>		
Term loans:		
From banks	1.96	2.98
Current maturities of long term borrowings (refer note 22)	(0.95)	(1.07)
<b>Total</b>	<b>1.01</b>	<b>1.91</b>

### Other Information Pertaining to Nature of Security and terms of repayment

(₹ in Crores)

Particulars of Nature of Security	Type of loan	Terms of Repayment	As at March 31, 2021	As at March 31, 2020
<b>Term loans from bank :</b>	Vehicle loan	Repayable in 36 monthly instalments at an average rate of 8.70%	0.18	0.33
Vehicle loans secured by respective vehicles		Repayable in 48 monthly instalments at an average rate of 9.16%	0.65	1.02
		Repayable in 60 monthly instalments at an average rate of 8.47%	1.13	1.63

## 18. Lease Liabilities

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Lease obligations	0.12	0.12
<b>Total</b>	<b>0.12</b>	<b>0.12</b>

The Company has made disclosures relating to recognition of leases. Please refer note 40 for necessary disclosures.

## 19. Deferred Tax Liabilities (Net)

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Deferred tax (assets)/ liabilities arising on account of:</b>		
Property, plant and equipment- depreciation	6.43	5.36
Receivables, financial assets and liabilities at amortised cost	(0.18)	(0.30)
Provision for employee and other liabilities deductible on actual payments	(0.88)	(0.93)
<b>Deferred tax liabilities (net)</b>	<b>5.37</b>	<b>4.13</b>



# Notes to the Financial Statements

for the year ended March 31, 2021

## Movement in Deferred Tax Liabilities (Net) in F Y 2020-21

(₹ in Crores)

Particulars	As at April 01, 2020	Recognised in Statement of Profit And Loss	Recognised in Other Comprehensive Income	As at March 31, 2021
<b>Deferred tax (assets)/liabilities in relation to :</b>				
Property, plant and equipment - depreciation	5.36	1.07	-	6.43
Receivables, financial assets and liabilities at amortised cost	(0.30)	0.13	-	(0.18)
Provision for employee and other liabilities deductible on actual payments	(0.93)	0.14	(0.09)	(0.88)
<b>Net deferred assets/liabilities</b>	<b>4.13</b>	<b>1.34</b>	<b>(0.09)</b>	<b>5.37</b>

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relates to Income taxes levied by the same taxation authority.

## 20. Borrowings

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Secured :</b>		
<b>Working capital loans</b>		
From banks (a)	0.01	0.93
	<b>0.01</b>	<b>0.93</b>

### (a) Security Details

#### Particulars of nature of security :

Working capital loans are secured by hypothecation of entire current assets, book debts as primary security alongwith equitable mortgage of certain land and building as collateral situated at Sanjay Gandhi Transport Nagar New Delhi, Transport Nagar Lucknow, Transport Nagar, Allahabad.

## 21. Trade Payables

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Total outstanding dues to MSME	1.62	1.56
Others	73.57	60.40
	<b>75.19</b>	<b>61.96</b>

Refer note 37 for information about liquidity risk and market risk of trade payables.

### Note : Dues to Micro and Small Enterprises

Company has certain dues to suppliers registered under Micro , Medium and small Enterprises Development Act. 2006 (MSMED ACT). The disclosures pursuant to the said MSMED Act are as follows :

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
The principal amount remaining unpaid to any supplier at the end of the year	1.62	1.56
Interest due remaining unpaid to any supplier at the end of the year	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with amount of the payment made to the supplier beyond the appointed day during the year.	-	-

# Notes to the Financial Statements

for the year ended March 31, 2021

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, untill such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-
Disclosure of payable to vendors as defined under the "Micro , Small and Medium Enterprises development Act, 2006 " is based on the information available with Company regarding the status of registration of such vendors under the said act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.		

**22. Other Current Financial Liabilities**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long term borrowings from banks ( refer note 17 )	0.95	1.07
Current maturities of lease liabilities (refer note 40)	0.15	-
Interest accrued but not due on borrowings	0.01	0.02
Unclaimed dividends	1.42	1.23
Fractional shares entitlements payable	0.05	0.05
Trade / security deposits	1.36	1.54
Retention monies	3.39	1.87
Creditors against capital assets	2.60	1.14
	9.93	6.92

**23. Other Current Liabilities**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory remittances	11.37	6.88
Employee related payables	5.37	5.16
Deferred income (POCM)	(2.86)	1.57
	13.89	13.61

**24. Provisions**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Provision for employee benefits :</b>		
Provision for gratuity (refer note 39)	2.00	2.49
Provision for leave encashment (refer note 39)	2.27	2.19
	4.27	4.68

# Notes to the Financial Statements

for the year ended March 31, 2021

**25. Revenue from Operations**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
<b>Operating revenue :</b>		
Freight, demurrage and miscellaneous charges	843.99	1,031.96
	<b>843.99</b>	<b>1,031.96</b>

**26. Other Income**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest income	0.61	0.01
Unspent liabilities/excess provisions written back	0.16	0.86
Income on investment	-	0.63
Rent income	2.59	2.59
Dividend income on short term mutual fund	2.63	0.23
Written back of w/o balances	0.17	0.05
Profit on disposals property, plant and equipment	1.49	-
	<b>7.65</b>	<b>4.37</b>

**27. Operating Expenses**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Freight charges	518.31	675.29
GPS communication charges	1.07	1.12
Crane operating expenses	1.56	1.87
Payments to labour boards	9.04	11.98
Air freight charges	28.06	34.44
Ship freight charges	1.22	1.16
Rail freight charges	3.20	0.27
Other transportation expenses	4.05	7.46
Claims for loss & damages (net)	0.22	0.57
	<b>566.73</b>	<b>734.16</b>

**28. Employee Benefits Expense**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Salaries, wages & bonus	72.81	84.29
Contribution to provident & other funds	5.96	6.15
Contribution to employees' state insurance	1.01	1.25
Amortisation on employees stock option plan	1.78	2.16
Staff welfare & development expenses	5.78	7.95
	<b>87.34</b>	<b>101.80</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

**29. Finance Costs**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest expenses	0.30	0.38
Bank charges	0.48	0.52
	<b>0.78</b>	<b>0.90</b>

**30. Depreciation & Amortization**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Depreciation on property, plant and equipment	8.24	7.47
Amortization of right of use assets	0.27	0.00
Amortization of intangible assets	0.46	0.32
	<b>8.97</b>	<b>7.79</b>

**31. Other Expenses**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Rent expense	29.65	31.30
Rates and taxes	0.47	0.36
Insurance expense	0.54	0.39
Telephone/communication expenses	1.27	2.59
Printing and stationery	1.73	3.22
Travel expenses	1.99	9.78
Legal expenses	0.03	0.06
Electricity expenses	2.71	3.19
Advertisement expenses	1.11	1.38
Office maintenance & security expenses	5.50	6.60
Consultancy expenses	0.94	1.35
Conference & seminar expenses	0.88	1.86
Commission & fees to directors	0.53	0.45
Remuneration to auditors :		
Audit fees	0.06	0.06
Tax audit fees	0.04	0.04
Bad debts and irrecoverable balances written off	0.28	1.54
Charity & donations	0.20	0.32
CSR	2.05	1.75
Loss on disposals property, plant and equipment	0.20	0.30
Miscellaneous expenses	2.15	4.91
Repair & maintenance :		
Motor cars	1.51	1.73
Plant & equipment	0.53	0.32
Computers	0.55	0.51
Buildings	0.65	0.69
	<b>55.60</b>	<b>74.70</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

## Corporate Social Responsibility

As per Section 135 of the Companies Act 2013, a Corporate Social Responsibility Committee has been formed by the Company. The funds were primarily allocated to a corpus and utilized through the year on the activities which are specified in Schedule VII of the Companies Act, 2013.

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Amount required to be spent as per section 135 of the Companies Act, 2013	2.05	1.72
Contribution made during the year	2.05	1.75

## 32. Earnings Per Share

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Net profit attributable to equity shareholders for calculation of earnings per share	100.60	89.08
Weighted average number of equity shares used for computing earnings per share for basic EPS	38,414,744	38,344,206
Weighted average number of equity shares used for computing earnings per share for diluted EPS	38,476,424	38,418,816
Nominal value per share	2.00	2.00
<b>Earnings per equity share :</b>		
Basic	26.19	23.23
Diluted	26.15	23.19

## 33. Income Tax

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
<b>The income tax expense consists of the following :</b>		
Current tax expense for the current year	31.51	28.95
Income tax expense pertaining to earlier years	(1.23)	-
Deferred tax expense/(benefit)	1.34	(1.05)
<b>Total income tax</b>	<b>31.62</b>	<b>27.90</b>

The reconciliation of the estimated tax expense at statutory income tax rate to income tax expense reported in the statement of profit and loss is as follows:

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit before income taxes	132.22	116.98
At India's statutory income tax rate 25.17%	33.28	29.44
Adjustments in respect of current income tax		
Permanent disallowances	0.53	0.26
Tax provision reversals (prior years)	(1.23)	-
Deferred tax benefit due to change in tax rate	-	(1.91)
Others	(0.96)	(0.11)
<b>Total income tax expense</b>	<b>31.62</b>	<b>27.90</b>



# Notes to the Financial Statements

for the year ended March 31, 2021

**34. Contingencies and commitments**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
<b>(A) Contingent liabilities:</b>		
I trade tax/ octroi/ duty and other demands under dispute	14.49	4.14
II guarantees and counter guarantees outstanding	2.42	2.00
<b>(B) Commitments:</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for ( net of advance) on tangible assets.	95.00	48.01

**35. Financial Instruments****A. Fair values hierarchy****The different levels of fair value have been defined below:**

The fair value of financial instruments has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

The categories used are as follows:

**Level 1:** Quoted prices for identical instruments in an active market;

**Level 2:** Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

**Level 3:** Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor they are based on available market data.

The carrying amounts and fair values of financial instruments by category are as follows:

**Financial assets and liabilities which are measured at amortised cost**

(₹ in Crores)

Particulars	Note	Year ended March 31, 2021	Year ended March 31, 2020
<b>Financial assets</b>			
(i) Trade receivables	9	169.46	165.77
(ii) Cash and cash equivalents	10	9.16	11.12
(iii) Other bank balances	11	18.06	1.48
(iv) Loans and advances	12	10.93	9.19
(v) Other financial assets	7	13.65	-
<b>Total financial assets</b>		<b>221.26</b>	<b>187.56</b>
<b>Financial liabilities</b>			
(i) Borrowings	17 & 20	1.02	2.84
(ii) Trade payables	21	75.19	61.96
(iii) Other financial liabilities	22	9.93	6.92
<b>Total financial liabilities</b>		<b>86.14</b>	<b>71.72</b>

- (i) The management assessed that fair values of cash and cash equivalents, term deposits, trade receivables, other receivables, short term borrowings, trade payables and other current financial liabilities are approximate of their respective carrying amounts, largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included in the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

# Notes to the Financial Statements

for the year ended March 31, 2021

- (ii) The fair values of loans, security deposits, borrowings and other financial assets and liabilities are considered to be the same as their carrying values, as there is no material change in the lending rates.

## B Financial assets and liabilities measured at fair value - recurring fair value measurements (₹ in Crores)

As at March 31, 2020	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at				
Fair value through other comprehensive income	-	-	0.91	0.91
Fair value through profit and loss	28.59	-	-	28.59

As at March 31, 2021	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at				
Fair value through other comprehensive income	-	-	1.02	1.02
Fair value through profit and loss	58.71	-	-	58.71

### a. Valuation process and technique used to determine fair value

- (i) In order to arrive at the fair value of unquoted investments, the Company obtains independent valuations. The techniques used by the valuer are as follows:
- Asset approach - Net assets value method
  - Income approach - Discounted cash flow ("DCF") method
  - Market approach - Enterprise value/Sales multiple method

- b. Significant unobservable inputs used in Level 3 fair values and sensitivity of the closing values as at end of reporting period to such inputs is as below :

### Unquoted equity shares (₹ in Crores)

Description	As at March 31, 2021	As at March 31, 2020
<b>Impact on fair value if change in earnings growth rate</b>		
- Impact due to increase of 0.50 %	0.01	0.00
- Impact due to decrease of 0.50 %	(0.01)	(0.00)
<b>Impact on fair value if change in risk adjusted discount rate</b>		
- Impact due to increase of 0.50 %	0.01	0.00
- Impact due to decrease of 0.50 %	(0.01)	(0.00)

- c. The following table presents the changes in level 3 items for the periods ended March 31, 2021 and March 31, 2020:

Description	Unquoted equity shares
As at March 31, 2020	(0.34)
(Loss)/gain recognised in other comprehensive income	0.10
As at March 31, 2021	(0.24)

## 36. Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

# Notes to the Financial Statements

for the year ended March 31, 2021

- (i) Identify the contract(s) with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

The standard is applied only to contracts that are not completed as at March 31, 2021.

## Significant changes in contract assets and liabilities

Changes in balance of contract liabilities during the year: (₹ in Crores)

Description	As at March 31, 2021
<b>Opening balance of contract liabilities</b>	(1.57)
Less: amount of revenue recognised against opening contract liabilities	1.57
Add: addition in balance of contract liabilities for current year	2.86
<b>Closing balance of contract liabilities</b>	2.86

There has been no significant changes in contract assets/liabilities during the year.

## Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of below:

Revenue	(₹ in Crores) Amount
<b>Revenue from contract with customer</b>	
Domestic	843.34
Overseas	0.65
<b>Other revenue</b>	
Domestic	-
<b>Total</b>	<b>843.99</b>

Revenue by time	(₹ in Crores) Amount
Revenue recognised over time	843.99
Revenue recognised at point in time	-
<b>Total</b>	<b>843.99</b>

## Assets and liabilities related to contracts with customers

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Contract assets related to sale of service</b>	-	-
<b>Contract liabilities related to sale of service:</b>		
Deferred income assets (liability)	2.86	(1.57)
Trade receivable	169.46	165.77

## Performance Obligation of the Company

In case of freight service there is only one performance obligation of the Company i.e. to carry express cargo distribution. The Company recognizes revenue over time during which the services are being delivered.

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

# Notes to the Financial Statements

for the year ended March 31, 2021

## 37. Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

The Company's risk management is carried out by a central team at the Corporate Office comprising of chief financial officer, credit controller and other members of the finance/credit control function under policies approved by the Board of Directors. All receipts and payments are maintained at centralised bank account, thus resulting in mitigating the credit risk and liquidity risk.

### Credit risk management

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

### Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A : No risk

B: Low credit risk

C: Moderate credit risk

D: High credit risk

Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on past credit loss experience with customers and considering differences between current and historical economic conditions.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company or debtor declaring bankruptcy or customer closing down the business. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in statement of profit and loss.

### Financial assets that exposes the entity to credit risk:

(₹ in Crores)

Credit rating	Particulars	As at March 31, 2021	As at March 31, 2020
A: No Risk	Cash and cash equivalents	9.16	11.12
	Other bank balances	18.06	1.48
	Investment	72.36	28.59
B: Low credit risk on financial reporting date	Loans & advances	10.93	9.19
	Trade receivables	168.31	165.27
C: Moderate credit risk	Trade receivables	1.15	0.50

### Cash and cash equivalents and bank term deposits

Credit risk related to cash and cash equivalents and bank term deposits is managed by only accepting highly rated banks.

### Trade receivables

The Company closely monitors the credit-worthiness of the debtors through IT driven internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts and stipulated days. Moreover, given the diverse nature of the Company's businesses trade receivables are spread over a number of customers with no significant concentration of credit risk. No single customer accounted for 3% or more of the trade receivables in any of the years presented. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become one year past due.

# Notes to the Financial Statements

for the year ended March 31, 2021

## Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

Financial assets are considered to be of good quality and there is no significant increase in credit risk.

## Credit risk exposure

### Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets:

As at March 31, 2021

(₹ in Crores)

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Trade receivables	170.66	(1.20)	169.46

As at March 31, 2020

(₹ in Crores)

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Trade receivables	167.46	(1.69)	165.77

## Movement in provisions of doubtful debts:

(₹ in Crores)

Particulars	Amount
Loss allowance on March 31, 2020	(1.69)
Impairment loss recognised during the year	-
Impairment loss reversed during the year	0.49
Loss allowance on March 31, 2021	(1.20)

## Expected credit loss for trade receivables under simplified approach :

As at March 31, 2021

(₹ in Crores)

Ageing	Not Due (0-30)	31-60 days	61-90 days	91-180 days	More than 180 days	Total
Gross carrying amount	77.76	52.72	22.68	14.71	2.79	170.66
Expected loss rate	-	0.39%	0.39%	1.59%	24.05%	-
Expected credit loss (Loss allowance provision)	-	(0.20)	(0.09)	(0.23)	(0.67)	(1.20)
Carrying amount of trade receivables (net of impairment)	77.76	52.52	22.59	14.48	2.12	169.46

As at March 31, 2020

(₹ in Crores)

Ageing	Not Due (0-30)	31-60 days	61-90 days	91-180 days	More than 180 days	Total
Gross carrying amount	43.80	61.38	34.87	22.88	4.53	167.46
Expected loss rate	-	0.39%	0.39%	2.01%	19.20%	-
"Expected credit loss (Loss allowance provision)"	-	(0.24)	(0.13)	(0.46)	(0.87)	(1.69)
Carrying amount of trade receivables (net of impairment)	43.80	61.14	34.74	22.42	3.67	165.77



# Notes to the Financial Statements

for the year ended March 31, 2021

## B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

## (i) Financing Arrangements

The Company principal source of liquidity are cash and cash equivalent, short term investments and the cash flow that is generating from operations. The Company believes that the following short term financial assets and unused working capital limits of ₹ 40.00 crores with consortium bankers are sufficient to meet its financial liabilities within the maturity period.

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents	9.16	11.12
Other bank balances	18.06	1.48
Short term investment	58.71	28.59
<b>Total</b>	<b>85.93</b>	<b>41.18</b>

## (ii) Contractual Maturities of Financial Liabilities

The tables below analyse the financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

### As at March 31, 2021

(₹ in Crores)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Borrowings (Including interest accrued but not due)	0.01	-	-	-	0.01
Term loan	1.03	0.81	0.19	-	2.03
Trade payables	75.19	-	-	-	75.19
Other financial liabilities	9.93	-	-	-	9.93
<b>Total</b>	<b>86.16</b>	<b>0.81</b>	<b>0.19</b>	<b>-</b>	<b>87.16</b>

### As at March 31, 2020

(₹ in Crores)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Borrowings (Including interest accrued but not due)	0.93	-	-	-	0.93
Term loan	0.92	0.81	0.59	0.08	2.40
Trade payables	61.96	-	-	-	61.96
Other financial liabilities	6.92	-	-	-	6.92
<b>Total</b>	<b>70.73</b>	<b>0.81</b>	<b>0.59</b>	<b>0.08</b>	<b>72.21</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

## C. Market Risk

### a) Interest rate risk

#### i) Liabilities

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Company's policy is to minimise interest rate cash flow risk exposures on long-term and short term financing. At March 31, 2021, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

### Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Variable rate borrowing	0.01	0.93
Fixed rate borrowings	1.96	2.98
<b>Total borrowings</b>	<b>1.97</b>	<b>3.91</b>
Amount disclosed under other current financial liabilities	(0.95)	(1.07)
<b>Amount disclosed under borrowings</b>	<b>1.02</b>	<b>2.84</b>

### Sensitivity

The following table illustrates the sensitivity of profit and equity to a possible change in interest rates of +/- 1% (March 31, 2021: +/- 1%; March 31, 2020). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Interest sensitivity</b>		
Interest rates – increase by 100 basis points (100 bps)	(0.0001)	(0.006)
Interest rates – decrease by 100 basis points (100 bps)	0.0001	0.006

\* Holding all other variables constant.

## 38. Capital risk management

The Company aims to manage its capital efficiently:

- to ensure the Company's ability to continue as a going concern
- to optimise returns to its shareholders.

The Company manages the capital structure through efficient allocation of capital towards expansion of business, optimization of working capital requirements and deployment of surplus funds into various investment options. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, reduction in capital expenditure, issue new shares or buy back issued shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

# Notes to the Financial Statements

for the year ended March 31, 2021

## a) Debt-Equity Ratio (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings	1.97	3.91
<b>Net debt</b>	<b>1.97</b>	<b>3.91</b>
Total equity	433.87	337.27
<b>Net debt to equity ratio (in times)</b>	<b>0.00</b>	<b>0.01</b>

## b) Dividends (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>i) Interim dividend</b>		
For the year ended March 31, 2021 ₹ 2 per share and for the year ended March 31, 2020 ₹ 4 per share (excluding tax)	7.69	15.34
<b>(ii) Final dividend</b>		
For the year ended March 31, 2019 of ₹ 0.60 per share (excluding tax)	-	2.30

## 39. A Employee Benefit Obligations (on the basis of Actuarial Valuation)

### 1) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The weighted average duration of the defined benefit obligation as at March 31, 2021 is 14 years (March 31, 2020: 13 years).

The amounts recognised in the statement of financial position and the movements in the net defined benefit obligation over the year are as follows:

### a. Reconciliation of present value of Defined Benefit Obligation and the fair value of plan assets

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Present value obligation as at the end of the year	14.22	13.39
Fair value of plan assets as at the end of the year	12.22	10.90
<b>Net (liability)/ asset recognised in balance sheet (refer note 24)</b>	<b>(2.00)</b>	<b>(2.49)</b>

### b. Changes in defined benefit obligation (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Present value obligation as at the start of the year	13.39	10.70
Interest cost	0.92	0.83
Service cost	1.36	1.35
Benefits paid	(1.87)	(0.87)
Actuarial loss/(gain) on obligations	0.42	1.38
<b>Present value obligation as at the end of the year</b>	<b>14.22</b>	<b>13.39</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

**c. Amount Recognized in the Statement of Profit and Loss** (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Service cost	1.36	1.35
Net interest cost	0.17	0.17
<b>Amount recognised in the statement of profit and loss</b>	<b>1.53</b>	<b>1.52</b>

**d. Change in the Fair Value of Plan Asset** (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Fair value of plan assets as at the start of the year	10.90	8.45
Return on plan assets	0.70	1.06
Contribution	2.49	2.26
Benefits paid	(1.87)	(0.87)
<b>Fair value of plan assets as at the end of the year</b>	<b>12.22</b>	<b>10.90</b>

**e. Other Comprehensive Income** (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Actuarial gain/(loss) on liabilities	(0.42)	(1.38)
Actuarial gain/(loss) on assets	(0.04)	0.41
<b>Unrecognised actuarial gain/(loss) at the end of the year</b>	<b>(0.46)</b>	<b>(0.97)</b>

**f. Actuarial Assumption** (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	6.82%	6.80%
Future salary increase	6.00% p.a	5.50% p.a

The discount rate indicated above reflects the estimated and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

**g. Demographic Assumption** (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Retirement age (years)	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2012-14) ultimate	
Ages	<b>Withdrawal Rate(%)</b>	
Up to 30 years	4.00%	4.00%
From 31 to 40 years	3.00%	3.00%
From 41 to 50 years	3.00%	3.00%
Above 50 years	3.00%	3.00%

# Notes to the Financial Statements

for the year ended March 31, 2021

## h Sensitivity Analysis for Gratuity Liability (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Impact of the change in discount rate :</b>		
Present value of obligation at the end of the year	14.22	13.39
a) Impact due to increase of 0.50% (1.00% FY 2019-20)	(0.82)	(1.39)
b) Impact due to decrease of 0.50% (1.00% FY 2019-20)	0.89	1.67

## i Sensitivity Analysis for Gratuity Liability (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Impact of the change in salary increase :</b>		
Present value of obligation at the end of the year	14.22	13.39
a) Impact due to increase of 1.00%	1.83	1.62
b) Impact due to decrease of 1.00%	(1.55)	(1.37)

## j Sensitivity Analysis for Gratuity Liability (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Impact of the change in Attrition rate :</b>		
Present value of obligation at the end of the year	14.22	13.39
a) Impact due to increase of 1.00%	0.13	0.19
b) Impact due to decrease of 1.00%	(0.15)	(0.22)

## k Maturity Profile of Defined Benefit Obligation (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
April 2020 to March 2021	0.99	0.80
April 2021 to March 2022	0.50	0.50
April 2022 to March 2023	0.56	1.40
April 2023 to March 2024	0.74	0.59
April 2022 to March 2029	0.78	0.74
April 2029 and beyond	35.74	31.56

### Defined Contribution Plans

The Company make contribution to state governed provident fund scheme, employee state insurance scheme and labour welfare fund scheme are considered as defined contribution plans. The contribution under the schemes is recognised as an expense in the Statement of Profit and Loss, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds.

## 2) Leave Obligations

The leave obligations cover the Company liability for earned leaves. Since the Company does not have an unconditional right to defer settlement for any of these obligations. However based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months, therefore based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.



# Notes to the Financial Statements

for the year ended March 31, 2021

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Current leave obligations expected to be settled within the next 12 months	0.11	0.11
Non-current leave obligations expected to be settled in future	2.15	2.08

**Movement in the Liability Recognised in the Balance Sheet**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of defined benefit obligation as at the start of the year	2.19	1.86
Current service cost	0.29	0.41
Interest cost	0.15	0.14
Benefits paid	(0.36)	(0.22)
Present value of defined benefit obligation as at the end of the year (refer note 24)	2.27	2.19

**Amount Recognised in the Statement of Profit and Loss**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Current service cost	0.29	0.41
Interest cost	0.15	0.14
Amount recognized in the statement of profit and loss	0.44	0.55

**Financial Assumptions**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate (per annum)	6.82%	6.80%
Salary growth rate (per annum)	6.00%	5.50%

**B Employees Stock option Plan**

The Company during the year has granted 20,000 Stock Options to its eligible employees. The Company in accordance with the Employee Stock Option Plan-2016, vesting period being 1, 2 & 3 years from the date of grant and the exercise period being one year from the date on which the options are eligible for exercise. Holder of each option is eligible for one fully paid equity share of the Company of the face value of ₹ 511 per share, the exercise price. The fair value of option determined on the date of grant is ₹ 513.96 based on black scholes methodology. The impact of above for the years are ₹ 1.03 crores, accordingly provision and disclosure have been considered in the financial statements.

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Outstanding options at the beginning of year	181,975	129,350
Face value of share	2	2
No. of options granted during the year	20,000	98,000
Vesting period of option granted during the year (graded)	1, 2 & 3 years	1, 2 & 3 years
Exercise price of option granted during the year	511.00	338.00
Fair value of the option	513.96	366.00
No. of options exercised during the year	79,125	44,775
No. of options cancelled during the year	2,950	600
Outstanding options at the end of year	119,900	181,975

# Notes to the Financial Statements

for the year ended March 31, 2021

## 40. Leases

Ind AS 116 replaces Ind AS 17 'Leases' and related interpretation and guidance. The company has applied Ind AS 116 using the modified retrospective approach. Right of use assets for leases previously classified as operating leases were recognised and measured at an amount equal to lease liability (adjusted for any related prepayments/accruals).

The following is the break-up of current and non-current lease liabilities (₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
Current lease liabilities (refer note 22)	0.15	0.00
Non current lease liabilities (refer note 18)	0.12	0.12
<b>Total</b>	<b>0.27</b>	<b>0.12</b>

The following is the movement in lease liabilities (₹ in Crores)

Particulars	Amount
Opening balance as at April 1, 2020	0.12
Addition	0.43
Finance cost accrued during the year	0.01
Deletion	0.00
Payment of lease liabilities	(0.29)
<b>Closing balance as at March 31, 2021</b>	<b>0.27</b>

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2021	As at March 31, 2020
Less than one year	0.29	0.01
One to five years	0.22	0.06
More than five years	0.71	0.72
<b>Total</b>	<b>1.22</b>	<b>0.79</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

## 41. Disclosures pursuant to Ind AS 24 "Related Party Disclosures"

### I. List of Related Parties

i) Key Managerial Personnel:	Designation
Mr. Chander Agarwal	Managing Director
Mr Phool Chand Sharma	Non Executive Director
Mr. D.P Agarwal	Non Executive Non Independent
Mr. Vineet Agarwal	Non Executive Non Independent
Mr. Murali Krishna Chevuturi	Independent Director
Mr. Prashant Jain	Independent Director
Mr. Ashok Kumar Ladha	Independent Director
Mrs Taruna Singhi	Independent Director
Mr. Mukti Lal	Chief Financial Officer
Ms. Priyanka	Company Secretary
ii) Enterprises over which KMPs/ relatives of KMPs exercise significant influence	
TCI Properties (Guj) – Partnership firm	TCI India Ltd
TCI Properties (Delhi) – Partnership firm	TCI Warehousing (MH) – Partnership firm
TCI Developers Ltd.	Transport Corporation of India Ltd
TCI Properties (West) Ltd.	Transystem Logistics International Pvt. Ltd
XPS Cargo Services Ltd	Bhoruka Charitable Trust
Chander Asset Management Welfare Trust	TCI Foundation
Dharmpal & Sons (HUF)	TCI Distribution Centres Ltd
Bhoruka Express Consolidated Ltd	Bhoruka Finance Corporation of India Ltd
Bhoruka International (P) Ltd	TCI Exim Pvt Ltd
TCI Charities	

### II. Transactions during the year with Related Parties:

#### A Enterprises over which KMPs/ relatives of KMPs exercise significant influence

Nature of Transaction	(₹ in Crores)	
	Year ended March 31, 2021	Year ended March 31, 2020
<b>Income :</b>		
Freight income	1.88	2.20
Rental income	2.51	2.51
<b>Expenditure :</b>		
Rent payment	11.20	10.56
Fuel purchase	0.01	0.04
Shipping expenses	1.26	1.16
Business support service	3.76	4.20
Project management fees	0.47	0.96

# Notes to the Financial Statements

for the year ended March 31, 2021

**B Key Managerial Personnel Compensation**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Short employee benefits	7.13	9.25
Post employment benefits	0.19	0.19
Employee stock option	1.74	1.05
Sitting fees and commission to independent directors	0.53	0.45

**C Key Managerial Personnel's Other Transaction**

(₹ in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Sale of assets	0.08	-

**III. Balance as at the year end :**

(₹ in Crores)

Nature of Transaction	Nature of Relation	As at March 31, 2021	As at March 31, 2020
<b>Assets:</b>			
Advances/ deposits given		3.28	2.21
Rent receivable		0.05	0.09
<b>Liabilities:</b>			
Remuneration payable :	Managing Director	3.25	3.00
	Non Executive Directors	0.39	0.35
Payable	Business Support Service	1.02	1.60

**42. Segment Reporting**

As the company's main business activity falls within a single primary Business segment viz. "Express Cargo" the disclosure requirements of Segment Reporting as per Indian Accounting Standard - 108 are not applicable.

43. Various parties accounts are subject to confirmation and reconciliation, wherever required.

44. Previous year figures have been regrouped/rearranged wherever considered necessary.

**45. Additional Information**

(₹ in Crores)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Remittance in foreign currency :</b>		
Travelling expense	-	0.13
Consultancy	-	0.11
Subscription	-	0.02
Air freight payments	1.65	1.26
Dividend payment	0.20	-
<b>Total</b>	<b>1.85</b>	<b>1.52</b>
<b>Earning in foreign currency :</b>		
Freight income	0.65	-
<b>Total</b>	<b>0.65</b>	<b>-</b>

# Notes to the Financial Statements

for the year ended March 31, 2021

## 46. Net Debt/Surplus Cash Reconciliation

(₹ in Crores)

Particulars	March 31, 2021	March 31, 2020
Cash and cash equivalents	27.22	12.60
Less: non current borrowings	1.01	1.91
Less: current borrowings	0.97	2.02
<b>Net debt/(surplus cash)</b>	<b>(25.24)</b>	<b>(8.67)</b>

## Reconciliation of Liabilities Arising from Financing Activities

The changes in the company's liabilities arising from financing activities can be classified as follows:

(₹ in Crores)

Particulars	Long Term Borrowings	Short Term Borrowings	Cash and Cash Equivalents	Total
Net debt as at April 1, 2020	1.91	2.02	(12.60)	(8.67)
Cash flows:				
Proceeds	0.16	-	-	0.16
Repayment	(1.06)	(1.05)	-	(2.11)
Finance cost recognised	(0.22)	(0.56)	-	(0.78)
Finance cost paid	0.21	0.56	-	0.77
Net cash flow			(14.62)	(14.63)
<b>Net debt/(surplus cash) as at March 31, 2021</b>	<b>1.01</b>	<b>0.97</b>	<b>(27.22)</b>	<b>(25.24)</b>

## 47. Immovable Properties involved in Scheme of Arrangement:

Pursuant to Scheme of arrangement between Transport Corporation of India Limited (TCI) and TCI Express Limited (TCIEXPRESS) and their respective shareholders, 47 immovable Properties are required to be transferred in the name of TCIEXPRESS from TCIL. Out of 47 Immovable properties, 24 properties has been transferred in the name of TCIEXPRESS and rest of the immovable properties are in process of transfer.

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

**For R S Agarwala & Co.**  
Chartered Accountants  
Firm Reg No. 304045E

**D P Agarwal**  
**Chairman**  
**(New Delhi)\***

**Chander Agarwal**  
**Managing Director**  
**(New Delhi)\***

**Murali Krishna Chevuturi**  
**Director**  
**(Hyderabad)\***

**R S Agarwala**  
Partner  
(Membership No. 005534)  
**Place:** Kolkata\*  
**Date:** May 19, 2021

**Mukti Lal**  
**VP & CFO**  
**(Gurugram)\***

**Priyanka**  
**Company Secretary**  
**(Gurugram)\***

Note: (\*) The Board of Directors have approved Financial Statements at its meeting held on May 19, 2021, through video conferencing.

# Notice of Annual General Meeting

Notice is hereby given that Thirteenth (13<sup>th</sup>) Annual General Meeting ('AGM') of the Members of **TCI Express Limited** ('the Company') will be held on **Wednesday, July 28, 2021 at 10:00 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 Statement of the Company for the financial year ended March 31, 2021, along with the report of the Board of Directors and Auditor's thereon.
2. To declare a final dividend on equity shares for the financial year ended on March 31, 2021.
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. **Re-appointment of Mr. Chander Agarwal (DIN: 00818139) as the Managing Director of the Company and Remuneration payable for a further period of five (5) consecutive years**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 2(54), 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read along with the Schedule V to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of Members of the Company be and is hereby accorded to the re-appointment of Mr. Chander Agarwal (DIN: 00818139) as Managing Director, for a further period of five (5) consecutive years, commencing from August 18, 2021 to August 17, 2026 (whose period of office shall not be liable to determination by retirement of Directors by rotation) and to receive remuneration as recommended by the Nomination and Remuneration Committee and Board of Directors, upon the terms, conditions as set out in the Explanatory Statement annexed to this Notice, pursuant to Section 102 of the Act, and as may be agreed to between the Board and Mr. Chander Agarwal.

**RESOLVED FURTHER THAT** pursuant to Section 197(1) of the Act read with Regulation 17(6)(e) of the Listing Regulations and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded to pay Mr. Chander Agarwal- Managing Director and Promoter of the Company, during his tenure an annual remuneration in excess of five percent (5%) of the net profits of the Company, but shall in no case exceed

ten percent (10%) of the net profits of the Company (calculated as per the provisions of Section 198 of the Act), payable individually or together with Whole-time Directors or Manager, if applicable, notwithstanding that the annual aggregate remuneration payable to him may exceed the limits prescribed under the Regulation 17(6)(e) of the Listing Regulations.

**RESOLVED FURTHER THAT** where in any financial year, during his term of office, the Company makes no profit or its profits are inadequate, the remuneration as set out in Explanatory Statement annexed to this Notice be paid to Mr. Chander Agarwal, as minimum remuneration provided that the total remuneration shall not exceed the ceilings provided in Schedule V of the Act or as approved by the Shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) be and is hereby authorized to alter and vary the remuneration, terms, conditions of said re-appointment including designation, subject to the applicable provisions and/or any guidelines prescribed by law for the time being in force. The Board of Directors or Key Managerial Personnel (KMP) be and are hereby also authorized to do all such acts, deeds and things as may deemed necessary, desirable or expedient to give effect to this Resolution."

5. **Re-appointment of Mr. Ashok Kumar Ladha (DIN: 00089360) as an Independent Director of the Company for a second term of five (5) consecutive years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Ashok Kumar Ladha (DIN: 00089360), who holds office up to August 17, 2021 and being eligible for the re-appointment and in respect of whom the Company has received a notice



in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, and whose period of office will not be liable to determination by retirement of Directors by rotation, to hold office for a second term of five (5) consecutive years, commencing from August 18, 2021 to August 17, 2026.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and Rules made thereunder, Mr. Ashok Kumar Ladha be paid such fees and remuneration in the form of profit-related commission as the Board may approve from time to time, subject to such limits/ceiling as may be prescribed by law, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) and Key Managerial Personnel (KMP), be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**6. Re-appointment of Mr. Murali Krishna Chevuturi (DIN: 01770851) as an Independent Director of the Company for a second term of five (5) consecutive years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Murali Krishna Chevuturi (DIN: 01770851), who holds office up to August 17, 2021 and being eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, and whose period of office will not be liable to determination by retirement of Directors by rotation, to hold office for a second term of five (5) consecutive years, commencing from August 18, 2021 to August 17, 2026.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and Rules made thereunder, Mr. Murali Krishna Chevuturi be paid such fees and remuneration in the form of profit-related commission as the Board may approve from time to time, subject to such limits/ceiling as may be prescribed by law, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) and Key Managerial Personnel (KMP), be and are hereby authorized to do

all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**7. Re-appointment of Mrs. Taruna Singhi (DIN: 00635973) as an Independent Director of the Company for a second term of five (5) consecutive years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of Members of the Company be and is hereby accorded for the re-appointment of Mrs. Taruna Singhi (DIN: 00635973), who holds office up to January 30, 2022 and being eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, and whose period of office will not be liable to determination by retirement of Directors by rotation, to hold office for a second term of five (5) consecutive years, commencing from January 31, 2022 to January 30, 2027.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and Rules made thereunder, Mrs. Taruna Singhi be paid such fees and remuneration in the form of profit-related commission as the Board may approve from time to time, subject to such limits/ceiling as may be prescribed by law, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) and Key Managerial Personnel (KMP), be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**8. Re-appointment of Mr. Prashant Jain (DIN: 00769291) as an Independent Director of the Company for a second term of five (5) consecutive years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Articles of Association of

the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Prashant Jain (DIN: 00769291), who holds office up to August 17, 2021 and being eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, and whose period of office will not be liable to determination by retirement of Directors by rotation, to hold office for a second term of five (5) consecutive years, commencing from August 18, 2021 to August 17, 2026.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and Rules made thereunder, Mr. Prashant Jain be paid such fees and remuneration in the form of profit-related commission as the Board may approve from time to time, subject to such limits/ceiling as may be prescribed by law, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) and Key Managerial Personnel (KMP), be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**9. To approve the payment of commission to the Non-Executive Directors and/or Independent Directors**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013, ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of Members of the Company be and is hereby accorded to pay remuneration by way of

profit related commission or such other means as may be permitted under the applicable provisions of law, to its Non-Executive Directors and/or Independent Directors, not exceeding in the aggregate of half percent (0.50%) per annum of the net profits of the Company, commencing from April 01, 2021 up to March 31, 2026, calculated in accordance with the provisions of Section 198 of the Act for the relevant financial year, in addition to the sitting fees and reimbursement of expenses being paid/payable by the Company for participating in the meetings of the Board of Directors and its Committees, provided that in any financial year, annual remuneration payable to a single Non-Executive Director shall not exceed fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors for that financial year.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) be and is hereby authorized to determine such amounts, proportions, periodicity and the manner of payment of amount to be payable to said Directors as commission, from time to time, within overall limit of half percent (0.50%) of the net profits of the Company for each financial year, commencing from April 01, 2021 up to March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors (including Committee thereof) and Key Managerial Personnel (KMP), be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

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

**Priyanka**

Place: Gurugram  
Date: May 19, 2021

Company Secretary  
Membership No. 36870

**Registered Office:**

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

**NOTES:**

- The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), setting out the material facts concerning Special Business in respect of item nos. 4 to 9 as set out above and the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), is annexed hereto. The Board of Directors have considered to include item nos. 4 to 9 as Special Business in the AGM, as they are unavoidable in nature, hence placed for Member's approval at this AGM.
- In Compliance of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations'), a certificate from Statutory Auditors of the Company, certifying the implementation of the Company's 'Employee Stock Option Plan-2016' in accordance with the SBEB Regulations will be made available for inspection by the Members, through electronic mode.

3. All statutory registers and documents referred in the Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. They can also send their request at designated e-mail at [secretarial@tcieexpress.in](mailto:secretarial@tcieexpress.in), accordingly, the Company will arrange to make the copy available to the Shareholders.
4. As the Members are aware, in view of the outbreak of Covid-19 pandemic, Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), in accordance with General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 (MCA Circulars) and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 (SEBI Circulars), (hereinafter collectively referred to as 'the Circulars') permitted the Companies to hold their AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) for the calendar year 2021. Accordingly, in compliance with the applicable provisions of the Act, Listing Regulations read with Circulars issued by the MCA and SEBI, 13<sup>th</sup> AGM of the Company is being conducted through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for this AGM shall be the Corporate Office of the Company.

Thus, Members can attend and participate at the AGM through VC/OAVM. Instructions for e-voting and joining the AGM are as follows:

#### VOTING THROUGH ELECTRONIC MEAN

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, MCA/SEBI Circulars and the Secretarial Standard on General Meetings, the Company is providing facility of remote e-voting to its Members in respect of all the business to be transacted at the AGM. For this purpose, the Company has engaged services of Central Depository Services India Limited (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 e-voting system on the date of AGM will be provided by CDSL.

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

- I. The remote e-voting period begins on **Sunday, July 25, 2021 at 09:00 A.M (IST) and ends on Tuesday, July 27, 2021 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/record date i.e. Thursday, July 22, 2021, may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date(s) and module of e-voting shall be disabled by CDSL for voting thereafter.
- II. The Shareholder(s) who have already voted prior to the AGM, may attend AGM, however he/she would not be entitled to cast vote again at the AGM.
- III. The Members can join the AGM through VC/OAVM mode fifteen (15) minutes before the scheduled time of the commencement of the AGM and facility for joining shall be kept open till the expiry of fifteen (15) minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least one thousand (1000) Members on first come first served basis. This will not include large Shareholders (Shareholders holding two percent (2%) or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- IV. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- V. Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and Regulation 44 of the Listing Regulations, listed Companies are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs), providing e-voting facility to listed Companies in India. This necessitates registration on various ESPs and maintenance of multiple user id's and passwords by the Shareholders.
- VI. In order to increase the efficiency of the voting process, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. In terms of above said SEBI circular, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders <b>holding</b> securities in demat mode <b>with CDSL</b>	<p>(i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. An option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi.</p> <p>(ii) After successful login the Easi / Easiest, user will be able to see the e-voting option for eligible Companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting vote during the remote e-voting period or joining virtual AGM and voting during the AGM. Additionally, there is also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/ KFIN/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> <p>(iii) If the user is not registered for Easi/Easiest, an option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(iv) Alternatively, the user can directly access e-voting page by providing demat account number and Permanent Account Number (PAN) from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> (home page). The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual Shareholders <b>holding</b> securities in demat mode <b>with NSDL</b>	<p>(i) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your user id and password. After successful authentication, you will be able to see e-voting services. Click on 'access to e-voting' under e-voting services and you will be able to see e-voting page. Then click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Then select 'register online for IDeAS' portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(iii) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User id (i.e. your sixteen digit demat account number hold with NSDL), password/ OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL's depository site wherein you can see e-voting page. Then click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM.</p>
Individual Shareholders (holding securities in demat mode) <b>login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Then click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM.</p>

Helpdesk for Individual Shareholders holding securities in demat mode, with regard to any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders <b>holding</b> securities in Demat mode <b>with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders <b>holding</b> securities in Demat mode <b>with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Important <b>note</b>	Members who are unable to retrieve user id/ password are advised to use forget user id and forget password option available at abovementioned website.

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

- |   |   |
|---|---|
| <p>a) The Shareholders should log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a>.</p> <p>b) Click on 'Shareholders' module.</p> <p>c) Now enter your user ID as per instruction below;</p> <ul style="list-style-type: none"> <li>▪ For CDSL: 16 digits beneficiary ID,</li> <li>▪ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</li> <li>▪ Shareholders holding shares in physical form should enter folio number registered with the Company.</li> </ul> | <p>d) Next enter the image verification as displayed and click on login.</p> <p>e) If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-voting of any Company, then your existing password is to be used.</p> <p>f) If you are a first-time user follow the steps given below:</p> |
|---|---|

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

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

\* Mandatory submission

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|--|--|
| <p>IX. After entering these details appropriately, click on 'SUBMIT' tab.</p> <p>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 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.</p> | <p>XI. For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.</p> <p>XII. Click on the EVSN for the relevant &lt;Company Name&gt; on which you choose to vote.</p> <p>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.</p> <p>XIV. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.</p> |
|--|--|



- 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. Facility for Non-Individual Shareholders and Custodians-Remote Voting:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians ('entity') are required to log on to [www.evotingindia.com](http://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@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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](mailto: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 Non-Individual Shareholders/Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual Shareholders/Custodian 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 his mail address at [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com), 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:**
- 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.
  - 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.
- 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.
  - Shareholders are encouraged to join the AGM through laptops or 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 joining through mobile devices or tablets or laptop and connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connections to mitigate any kind of aforesaid glitches.
  - 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 email at [secretarial@tcipress.in](mailto:secretarial@tcipress.in), at least five (5) days prior to the date of AGM. These queries will be replied by the Company suitably.
  - 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.
  - 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.
  - 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, Thursday, July 22, 2021.
  - Any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such Member may obtain the user id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [secretarial@tcipress.in](mailto: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. 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 EMAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**
- 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 email to RTA at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) or to the Company at [secretarial@tcipress.in](mailto:secretarial@tcipress.in).

- II. **For Demat Shareholders**—Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of consolidated account statement, along with self-attested scanned copy of PAN card to your respective Depository Participants, alternatively, mail to the RTA at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) or to the Company at [secretarial@tcipress.in](mailto:secretarial@tcipress.in). Please make endeavour to update your email id and mobile number with your respective Depository Participants which is mandatory while e-voting and joining virtual AGM/meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager at Central Depository Services (India) Limited (CDSL), having office at -A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### GENERAL INFORMATION AND DISCLOSURE

5. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to this Notice. However, Corporate/Governor/President Member's are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and to cast their votes through e-voting.
6. 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 send to the Company's scrutinizer by e-mail to [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com), a certified copy of the relevant Board Resolution/Authority letter authorizing them to attend and vote in the said AGM.
7. The Company's Registrar and Share Transfer Agent for both, physical as well as electronic is KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) (RTA) having its office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. The Members are requested to address all correspondence, including transfer, transmission, issue of duplicate shares, dividend, Annual Report, etc. related matters, to the RTA (Unit: TCI Express Limited).
8. The Company has designated an exclusive e-mail id called [secretarial@tcipress.in](mailto:secretarial@tcipress.in) to redress Shareholders' complaints/grievances. In case you have any queries/complaints/grievances, then please write, alternatively request can be submitted to the RTA of the Company at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. The Board of Directors have recommended final dividend for the FY 2020-21 at the rate of ₹ 2.00 (100%) per equity share of face value of ₹ 2.00 each. The said dividend, if approved at this AGM, will be paid to those Members whose names stand registered in the Register of Members (in respect of the shares held in physical form) and to the beneficial holder (in respect of the shares held in electronic form) as per the beneficiary list provided by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) as on Thursday, July 22, 2021, subject to deduction of tax at source. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 23, 2021 to Wednesday, July 28, 2021 (both days inclusive) for the purpose of AGM and determining the eligibility to receive the final dividend for the financial year ended March 31, 2021.
10. As you may be aware, in terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of payment of dividend.  
  
The rates of TDS would depend upon the category, residential status and submission of applicable documents in support of TDS, as prescribed under the Income Tax Act, 1961. Further, the Shareholders have an option to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the RTA/Company. The Non-Resident Shareholders, who wish to take benefit of the lower rates as prescribed under the Double Tax Avoidance Agreement ('DTAA') shall also be required to submit the necessary documents in that behalf. Hence, the shareholders are advised to refer to Income Tax Act, 1961 with regard to applicability of TDS rates and submission of requisite documents. A separate communication in this regard will be mailed to the Shareholders. The Shareholders are also requested to update their PAN with the Depository Participant, if shares are held in demat form and with the RTA/Company, if shares are held in physical form.
11. The Members are encouraged to avail electronic clearing service (ECS) facility for dividend payment provided by the Company. In this regard we request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first Shareholder,

- along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card and address proof, duly self-attested, with the RTA. In case of mismatch of signature, you will have to provide specimen signature, duly attested by the bank. This will facilitate receipt of dividend directly into your bank accounts. In case the cancelled cheque leaf does not bear the Shareholders name, please attach a copy of the bank pass-book statement, duly self-attested. We also request you to register your email address and mobile numbers with the Depository Participants/RTA/Company.
12. The payment of dividend shall be made through electronic mode to the Shareholders who have submitted/updated their bank account details. Dividend warrants/demand drafts will be dispatched to the registered address of the Shareholders who have not submitted/updated their bank account details.
  13. The Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, bank mandates, nominations, bank account (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants if the shares are held by them in electronic form and to RTA if the shares are held by them in physical form.
  14. Non-resident Indian Members are requested to inform their respective Depository Participant or Company's RTA immediately of:
    - a) Change in their residential status on return to India for permanent settlement;
    - b) 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. Pursuant to the provisions of Section 124 of the Act, dividend which remains unpaid or unclaimed for a period of seven (7) consecutive years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to Investor Education and Protection Fund ('IEPF'), established by the Central Government under the provisions of Section 125 of the Act. The details of unclaimed dividend alongwith their due date for transfer to IEPF is provided in the Corporate Governance Report, which is part of this Annual Report. The Company has also uploaded the details of unpaid and unclaimed dividend amounts on its website at [www.tciexpress.in](http://www.tciexpress.in).  
  
In view of above, Members who have not en-cashed the dividend so far are requested to write to the Company/RTA, accordingly arrangement shall be made to release the unclaimed dividend amount.
  16. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the 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.
  17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  18. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail ID's with their Depository Participant are requested to register their email address at the earliest, to enable the Company for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their e-mail ID's to the RTA, by sending an e-mail at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com). The support of the Shareholders towards 'Green Initiative', is solicited.
  19. 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 and re-lodged transfers 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. The Members can communicate with the Company or RTA for assistance in this regard.
  20. The SEBI has mandated submission of 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.
  21. Pursuant to Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in form no. SH-13. The Members holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.
  22. In compliance with the above stated MCA and SEBI Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2020-21 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 2020-21 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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com).
- This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, the Listing Regulations read with the MCA/SEBI Circulars.

23. The Company has appointed M/s. V K Bajaj & Associates (COP:5827), Company Secretaries, as the Scrutinizer, to scrutinize the entire e-voting process in accordance with the law and in a fair and transparent manner. 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 Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The result declared along with the scrutinizer's report will be placed on the website of the Company at <https://www.tciexpress.in/annual-reports.asp> and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, Stock Exchange(s), where the shares of the Company are listed.
25. The Resolutions will be deemed to be passed on the AGM date i.e. Wednesday, July 28, 2021.
26. The details of Directors seeking re-appointment at this AGM is provided herein below as Annexure-1.

## Annexure-1

### Details of Directors seeking appointment and re-appointments at this Annual General Meeting

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

Name	Mr. Chander Agarwal	Mr. Phool Chand Sharma	Mr. Ashok Kumar Ladha
Age (in years)	42	59 years	72
DIN	00818139	01620437	00089360
Date of the first appointment on the Board	07.10.2015	18.08.2016	18.08.2016
No. of equity shares held in the Company	9,17,131	30,752	Nil
Qualifications	Mr. Chander Agarwal is holder of bachelor's degree in Business Administration from USA and has completed prestigious 'Owner President Management Program' (OPM) at Harvard Business School.	Mr. Phool Chand Sharma is graduate and holder of OPM Program from Harvard Business School, Boston USA.	Mr. Ashok Kumar Ladha is a commerce graduate.
Experience/expertise in specific functional area	<p>He has a wealth of experience in international business, epitomized by his instrumental role in establishing TCI's global footprint, including in emerging economies such as Brazil, Indonesia and Africa.</p> <p>His hands-on experience with Transfreight USA, a 3PL specializing in lean logistics, primarily for Toyota Motor Vehicles USA in 2001-2002, equipped him with an in-depth understanding and knowledge of the logistics business.</p> <p>He worked his way through all levels including operations, logistics and marketing etc., thereby getting fair amount of exposure to the key functions in the Company.</p> <p>He is responsible for the strategic development and financial directions of the Company. Under Mr. Agarwal's leadership, the Company is on track to increase its delivery and pick up locations from 40,000 to 60,000 across India. He was in charge of taking TCI Express public in 2016, since then the Company has been on a steady growth path.</p>	<p>He holds long standing experience of nearly four decades in logistics and express distribution. He is seasoned professional and worked into various functions of the Company(ies) as profit centre head. He has worked in different part of the country.</p> <p>He has also quality management skills and understanding of Regulatory environment.</p>	<p>He has long standing experience of over five decades which includes handling diverse roles in group concerns. He began his career in the year 1986 with CK Birla group, India's most renowned conglomerate with interests across technology, automotive, home, building, healthcare and education.</p> <p>He has been designated as President at C.K. Birla Group Companies and responsible for looking after the Corporate Affairs of the Company.</p> <p>He has also worked with renowned groups of Companies at senior leadership and has an extensive experience in various field of production, finance, marketing, general administration, business strategy management and corporate governance etc.</p>

\*Equity shares allotted in terms of 'ESOP-2016'

Name	Mr. Chander Agarwal	Mr. Phool Chand Sharma	Mr. Ashok Kumar Ladha
<b>Directorship held in other Company</b> (excludes Directorship in foreign Companies, Private Companies and Section 8 Companies)	Transport Corporation of India Ltd. TCI Developers Ltd. TCI Properties (west) Ltd. TCI Infrastructure Ltd.	Bhoruka Supply Chain Solution Holdings Ltd. XPS Cargo Services Ltd.	CK Birla Corporate Services Ltd. Amer Investments (Delhi) Ltd. V V A Finance Ltd. Rajasthan Industries Ltd.
<b>Membership and Chairpersonship of the Committees of other Companies</b>	<b>Transport Corporation of India Ltd.</b> Corporate & Restructuring Committee Corporate Social Responsibility Committee Share Transfer Committee  <b>TCI Developers Ltd.</b> Stakeholder's Relationship Committee	-	<b>Amer Investments (Delhi) Ltd.</b> *Corporate Social Responsibility Committee
<b>Terms and Conditions of Re- appointment and remuneration paid/ proposed</b>	Kindly refer AGM Notice		
<b>No. of Board meetings attended during FY and relationship with other Directors/KMP</b>	Kindly refer Corporate Governance Report		

\*Act as Chairperson to Committee

(Contd.)

Name	Mr. Murali Krishna Chevuturi	Mrs. Taruna Singhi	Mr. Prashant Jain
<b>Age (in years)</b>	65	66	52
<b>DIN</b>	01770851	00635973	00769291
<b>Date of the first appointment on the Board</b>	18.08.2016	31.01.2017	18.08.2016
<b>No. of equity shares held in the Company</b>	Nil	Nil	Nil
<b>Qualifications</b>	Mr. Murali Krishna Chevuturi is Chartered Accountant, Company Secretary, and an MBA from university of Pittsburgh, USA. He also holds an MDP Certification from Indian Institute of Management.	Mrs. Taruna is an alumni of Harvard Business School where she has completed her OPM Program. She also did a marketing course in IIM Bangalore.	Mr. Prashant Jain is a graduate.
<b>Experience/expertise in specific functional area</b>	Currently, he is Partner & CEO of M. Bhaskara Rao & Co, (Chartered Accountants Firm). He was Senior Partner in Brahmayya & Co. (Chartered Accountants Firm) from 1993 to 2009. He also served as Group Chief Financial Officer of Amara Raja Group from 2009 to 2011. He has long standing experience of over four decades in accounting, audit, controls, company law, compliance, governance issues, and strategic planning etc. He was also former Chairman of Southern India Regional Council of the Institute of Chartered Accountants of India (ICAI). He has been a co-opted member/special Invitee/ core member on the Auditing and Assurance Standards Board, Accounting Standards Board and the core group for framing forensic accounting and investing standards of the ICAI.	Mrs. Taruna Singhi is a businesswoman, founder and associated currently with Taurus Home Furnishings Ltd, known for its high design quotient. She has founded and built several successful Companies, which includes Address Home Retail Private Limited, a high end retail brand of luxury home goods, having 14 stores pan India. She has set up its online division as well. With her deep understanding, she plays a key role in aligning the core leadership team towards achieving the goals of the Companies. She keeps herself abreast of national and international events. She gives talks on entrepreneurship in management institutes.	Mr. Prashant Jain started his career in the stone business of the family pioneering in exports of value added finished dimensional stones. With the turn of the century, the family ventured into education thereby establishing the first campus of Pathways world School in 2003. Among the international day schools in North India, Pathways School (Noida) ranked 2 <sup>nd</sup> in the recent education world rankings. Mr. Jain has been instrumental in sustainable architecture with a lot of creative approaches in setting up these facilities.

Name	Mr. Murali Krishna Chevuturi	Mrs. Taruna Singhi	Mr. Prashant Jain
<b>Directorship held in other Company</b> (excludes Directorship in foreign Companies, Private Companies and Section 8 Companies)	Sree Satyanarayana Spinning Mills Ltd.	-	Sarla Constructions Ltd.
<b>Membership and Chairpersonship of the Committees of other Companies</b>	Sree Satyanarayana Spinning Mills Ltd. *Audit Committee Nomination & Remuneration Committee	-	-
<b>Terms and Conditions of Re- appointment and remuneration paid/ proposed</b>	Kindly refer AGM Notice		
<b>No. of Board meetings attended during FY and relationship with other Directors/KMP</b>	Kindly refer Corporate Governance Report		

\*Act as Chairperson to Committee

The following Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standard on General Meeting and Regulation 36(3) of the Listing Regulations, sets out all relevant facts relating to item no. 4 to 9 of the accompanying Notice:

#### Item No: 4

The Shareholders of the Company vide a Special Resolution passed by them at 8<sup>th</sup> AGM of the Company held on Friday, November 04, 2016 appointed Mr. Chander Agarwal as Managing Director of the Company for a period of five (5) years with effect from August 18, 2016 on the terms and conditions including remuneration, as contained in the Explanatory Statement attached to notice convening the said AGM. Subsequently, at 9<sup>th</sup> AGM approval of the Members was also sought to pay remuneration to Mr. Chander Agarwal in excess of five percent (5%) of net profits of the Company, subject to overall ceiling provided to the Act. Presently he serves as the Managing Director in the Company.

As the latest term of appointment (including remuneration) of Mr. Chander Agarwal is expiring on August 17, 2021, accordingly, the Board of Directors at their meeting held on May 19, 2021, after taking into consideration his experience, responsibilities handled and contributions to the overall progress of the Company, have recommended to the re-appointment of Mr. Chander Agarwal as the Managing Director of the Company with effect from August 18, 2021 for a period of five (5) years on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee, subject to the approval of the Shareholders.

Mr. Chander Agarwal, aged 42 years is holder of a Bachelor of Science degree in Business Administration from Bryant College, Smithfield, Rhode Island, USA and his are of expertise includes logistic industry, leadership, strategic planning, finance, operations, etc. He has been one of the driving forces behind the exponential growth witnessed by the Company.

Brief resume of Mr. Agarwal, nature of his expertise in specific functional areas, names of Companies in which he holds Directorships and Memberships/Chairmanships of Board/ Committees, shareholding and allied details as stipulated under the Listing Regulations and Secretarial Standard, are widely elaborated under Annexure-1 to this notice and also provided to the Corporate Governance Report.

Keeping in view Mr. Agarwal's rich experience in the industry to which the Company belongs and his magnificent efforts towards development and expansion of Company's business

during his first tenure, the Board opinioned that it would be in the interest of the Company to continue the employment of Mr. Chander Agarwal as the Managing Director and recommended his re-appointment on the terms, conditions and remuneration with effect from August 18, 2021 as set out herein below:

#### 1) Tenure

The appointment shall be for a period of five (5) years commencing from August 18, 2021 and ending on August 17, 2026.

#### 2) Duties

Subject to the provisions of the Act, Mr. Chander Agarwal shall act in accordance with the Articles of Association of the Company and perform such duties as may be entrusted to him from time to time, subject to the superintendence and control of the Board of Directors.

#### 3) Remuneration

##### A. Basic Salary

₹ 25,00,000 (Rupees Twenty five Lakhs only) per month in the range of [₹ 25,00,000 (Rupees Twenty five Lakhs only) per month to ₹ 40,00,000 (Rupees Forty Lakhs only) per month] with the liberty to the Board or Committee thereof in its absolute discretion to fix basic salary and annual increment within the above range. The annual increment will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee. The recommendation of Nomination and Remuneration Committee will be based on Company's performance and individual performance of Mr. Agarwal.

##### B. Perquisites, allowances and benefits

In addition to basis salary the following perquisites, allowances/benefits will also be paid and/or provided to Mr. Chander Agarwal. Provided that valuation of all perquisites/allowances/benefits shall be in accordance with the provisions of the Income Tax Act, 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.



- I. Rent free accommodation (furnished or otherwise), bearing the cost of repairs, maintenance and utilities which includes gas, electricity, water and furnishing charges for the said accommodation or house rent allowance in lieu thereof, or a combination of both;
- II. Medical allowance/reimbursement incurred for self and members of his family, at actuals;
- III. Medical insurance, personal accident, life insurance cover, as per the Company's policy;
- IV. Provision of car with reimbursement of expenses, as per rules of the Company;
- V. Provision of driver's/allowance for driver's salary, as per rules of the Company;
- VI. Leave travel concession/allowance for self and family, in accordance with rules of the Company;
- VII. Provision of earned/privilege leave, as per rules of the Company;
- VIII. Provision of encashment of leave, as per rules of the Company;
- IX. Telecommunication facilities including broadband, internet, fax and any other suitable communication facilities to be used for the business of the Company;
- X. Travelling/entertainment expenses incurred for the business of the Company shall be reimbursed as per rules of the Company;
- XI. Club/membership fee shall payable/reimbursed at actuals;
- XII. Contribution to provident fund, pension/superannuation/annuity fund/gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- XIII. Special allowance and/or any other allowances or perquisites or benefits (including Keyman Insurance) as may be allowed time to time under the governing provisions of laws OR any benefits/amenities available to the employees of the Company (in accordance with Company's policy/rules/scheme), subject to determination by the Nomination and Remuneration Committee. Further, the Board or Nomination and Remuneration Committee may restructure composition of the remuneration payable to Mr. Chander Agarwal in accordance with provision of the Act, Listing Regulations, Income Tax Act, 1961 and governing laws for the time being in force.

#### C. Commission

In addition to the above, an amount by way of commission shall be paid/payable to Mr. Chander Agarwal, calculated at a rate not exceeding five percent (5%) of the net profits of the Company, in a particular financial year, in the manner laid down in Section 197 and 198 of the Act, read with relevant rules made thereunder.

As proposed under the Resolution, subject to approval of the Shareholders, the commission payable to Mr. Chander Agarwal, with/without considering annual remuneration may exceed the limits provided under clause (i) of second proviso to Section 197(1) of the Act read with clause (e) of Regulation 17(6) of the Listing Regulations.

#### D. Minimum Remuneration:

Where in any financial year, during the tenure of Mr. Chander Agarwal, the Company has no profits or its profits are inadequate, the Company shall pay to him remuneration as specified in the Resolution as the minimum remuneration for such period as may be statutorily permitted, however not exceeding the limits as specified under Schedule V to the Act, as amended from time to time. The requisite disclosure as prescribed under Schedule V to the Act, shall be prepared in the year of its applicability for the reference of Shareholders.

#### E. Overall remuneration

Mr. Chander Agarwal (also a co-promoter of your Company), acting as sole Executive Managerial Personnel in the Company and in terms of clause (i) of second proviso to Section 197(1) of the Act read with clause (e) of Regulation 17(6) of the Listing Regulations, the remuneration or compensation payable to Executive Managing Director, falling to the category of promoter/promoter group, shall be subject to the approval of the Shareholders by Special Resolution if:

- I. **The Act:** The annual remuneration payable to one Managing Director exceeds five per cent (5%) of net profits of the Company; **OR**
- II. **The Listing Regulations:** The annual remuneration payable to Executive Director (who is promoter or members of the promoter group) exceeds rupees five (5) Crore or two and half percent (2.5%) of net profits of the Company, whichever is higher;

Accordingly, approval of the Shareholders is being sought to pay remuneration including commission to Mr. Chander Agarwal, in excess of limits provided above, subject to maximum ceiling of ten percent (10%) of the net profits, payable individually or taken together with Whole-time Directors or Manager, if and when appointed. Provided that the remuneration payable to Mr. Chander Agarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act, the Listing Regulations or such other limits as may be prescribed by law, for the time being in force.

#### 4) Other Terms of Appointment

- I. **Key Managerial Personnel and Directorship:** Mr. Chander Agarwal will also continue in his capacity as Key Managerial Personnel of the Company as per the provisions of Sections 2(51) and 203 of the Act and rules framed thereunder. He can also be appointed as Director or Managing Director on the Board of other Companies including subsidiaries (if any) in accordance with the provisions of the applicable laws in India.
- II. **Termination:** The Company or Mr. Chander Agarwal shall be entitled at any time to terminate this appointment by giving six (6) months written notice or by any shorter notice as may be mutually agreed to, by both the parties. If any time, he ceases to be Director of the Company for any cause whatsoever, the appointment shall forthwith be terminated.



**III. Severance pay:** Mr. Chander Agarwal shall not be entitled to any severance pay.

The Company has received consent from Mr. Chander Agarwal to act as Managing Director of the Company and affirmation that he is not disqualified under Section 164 of the Act and not debarred from holding the office of Director, pursuant to any order issued by the SEBI. He satisfies all the conditions as set out in Section 196(3) and Part-1 of Schedule-V to the Act, for being eligible as Managing Director.

In terms of Section 190 of the Act, no formal contract of service with Mr. Chander Agarwal will be executed and this Resolution along with its Explanatory Statement (together with Annexure thereto) be considered as memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Chander Agarwal as Managing Director, and same will be available for inspection at AGM by the Members of the Company. They can also send their request at designated e-mail at [secretarial@tcieexpress.in](mailto:secretarial@tcieexpress.in). The Company shall accordingly arrange to make the copy available to the Shareholders. The brief profile and details of Mr. Chander Agarwal as required under the provisions of the Act and Regulation 36(3) of the Listing Regulations, is provided in Annexure-1 to this Notice.

**Disclosure of Interest**

Save and except, Mr. Chander Agarwal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

**Item No: 5, 6, 7 and 8**

The Shareholders of the Company vide an Ordinary Resolution(s) passed by them at 8<sup>th</sup> AGM of the Company, held on Friday, November 04, 2016 appointed Mr. Ashok Kumar Ladha, Mr. Murali Krishna Chevuturi, and Mr. Prashant Jain as the Independent Directors on the Board of the Company, to hold office up to August 17, 2021. In the subsequent 9<sup>th</sup> AGM of the Company held on Tuesday, August 1, 2017, Mrs. Taruna Singhi was also appointed as the Independent woman Director to hold office up to January 30, 2022, hence, first term of the Independent Directors will expire on the above defined dates.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five (5) consecutive years, but shall be eligible for re-appointment on passing a Special Resolution by the Company for second term on the Board of a Company.

The Nomination and Remuneration Committee in its meeting held on May 19, 2021 after taking into account the performance evaluation of these Independent Directors, during their first term of five (5) years and considering the knowledge, acumen, expertise and experience in their respective fields and the contribution made by these Directors during their tenure as an Independent Director, has recommended to the Board that continued association

of these Directors as an Independent Directors would be in the interest of the Company.

The performance evaluation was based on various criteria, which inter alia includes attendance at Board and Committee meetings, skill, experience, independent views, knowledge, understanding of industry, regulatory updates and their contribution to Board discussions and decisions, considering ability to keep Shareholders' interest in mind during discussions and decisions.

Based on the above, the Board of Directors have recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five (5) consecutive years, commencing from August 18 2021, except Mrs. Taruna Singhi, whose tenure will commence from January 31, 2022.

The Company has received notice(s) in writing pursuant to Section 160 of the Act from the Member proposing the candidature of Mr. Ashok Kumar Ladha, Mr. Murali Krishna Chevuturi, Mrs. Taruna Singhi and Mr. Prashant Jain for their appointment to the office of Independent Directors. They have also provided declaration(s) to the Board that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has also received consent from these Directors to act as Director(s) of the Company and affirmation that they are not disqualified under Section 164(2) of the Act and that they are not debarred from holding the office of Director pursuant to any order issued by the SEBI.

All the above Independent Directors have been registered themselves under Databank of Independent Directors, maintained by Indian Institute of Corporate Affairs. Further, all have been exempted by Indian Institute of Corporate Affairs from appearing Online Proficiency Self-Assessment Test, as they fulfilled the conditions for seeking exemption from appearing for the Online Proficiency Self-Assessment Test. Independent Directors are not eligible for Stock Options hence do not hold such Options. The Company do not recommend any stock Options to the Independent Directors.

The Board of Directors reviewed the said declarations and in the opinion of the Board, Mr. Ashok Kumar Ladha, Mr. Murali Krishna Chevuturi, Mrs. Taruna Singhi and Mr. Prashant Jain, fulfills the conditions specified in the Act read with rules made thereunder and the Listing Regulations for their appointment as an Independent Director and they are independent of the management.

Mr. Ashok Kumar Ladha (DIN: 00089360) during the proposed second term of appointment will attain the age of seventy five (75) years in the year 2024. Pursuant to Regulation 17(1A) of the Listing Regulations, consent of the Shareholders by way of Special Resolution is required for continuation of Directorship of the Non-Executive Director, who has attained the age of seventy five (75) years. Considering the significant benefit the Company is likely to gain from his rich experience, expertise and advice to the business of the Company

during his proposed tenure as an Independent Director, this Special Resolution, once passed, shall also be deemed as the approval of the Members under the aforesaid Regulations, for continuation of Mr. Ladha as an Independent Director of the Company beyond the age of seventy five (75) years.

A copy of the draft letter for the appointment of the above Independent Directors setting out the terms and conditions will be available for inspection at AGM by the Members of the Company. They can also send their request at designated e-mail at [secretarial@tcipress.in](mailto:secretarial@tcipress.in). The Company shall accordingly arrange to make the copy available to the Shareholders and the same has also been put up on the Company's website at [www.tcipress.in](http://www.tcipress.in). The brief profile and details of above Independent Directors as required under the provisions of the Act and Regulation 36(3) of the Listing Regulations, is provided in Annexure-1 to this Notice.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services. Accordingly, consent of the Members is sought by way of Special Resolution(s) for the re-appointment of Independent Director(s) as set out at item nos. 5 to 8 of this Notice.

#### Disclosure of Interest

Mr. Ashok Kumar Ladha, Mr. Murali Krishna Chevuturi, Mrs. Taruna Singhi and Mr. Prashant Jain respectively, are concerned or interested in the Resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel or their respective relatives, concerned or interested, financially or otherwise, in the said Resolutions.

#### Item No: 9

The Shareholders of the Company vide an Ordinary Resolution passed by them at 8<sup>th</sup> AGM of the Company, held on Friday, November 04, 2016, authorised the Company to make payments of commission to its Non-Executive Directors within the overall limit of half percent (0.50%) of the net profits of the Company, for a period of five (5) years commencing from April 01, 2016 and ending on March 31, 2021. The validity of Resolution was valid up to closing financial year of 2021, accordingly fresh approval of the Shareholders is required in terms of Section 197 of the Act, for the payment of commission to the Non-Executive Directors for subsequent years.

Further, as per the provisions of clause (e) of Regulation 17(6) of the Listing Regulations, all fees/compensation (except sitting fees), if any, paid to the Non-Executive Directors including independent Directors shall be recommended by the Board of Directors and shall require approval of the Shareholders at a General Meeting.

The Non-Executive Directors are spending considerable time and efforts in discharging their responsibilities and also contribute towards overall engagement with the

Company on various policies, strategic and governance related issues. The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and Independent Directors for the responsibilities entrusted upon them and therefore the Board of Directors at its meetings held on May 19, 2021, subject to approval of Shareholder, have proposed to continue to pay annual commission to them not exceeding half percent (0.50%) of the net profits of the Company, for a period of five (5) years, commencing from April 01, 2021, in terms of applicable provisions of the Act and Listing Regulations. The commission will be distributed amongst all or some of the Non-Executive Directors including Independent Directors, taking into consideration various parameter such as skill, experience, independent views, contribution to Board discussions and decisions at or other than at meetings, etc. in accordance with the directions given by the Board.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/Committees or for any other purpose whatsoever as may be decided by the Board/Committee and reimbursement of expenses for participation in the Board and other meetings. Further in terms Regulation 17(6) of the Listing Regulations, annual remuneration payable to a single Non-Executive Director shall in no case exceed fifty per cent (50 %) of the total annual remuneration payable to all Non-Executive Directors.

Accordingly, Members' approval is sought by way of an Ordinary Resolution for payment of commission to the Non-Executive and/or Independent Directors as set out at item no. 9 of this Notice.

#### Disclosure of Interest

Except the Non-Executive Directors and their relatives to the extent of the shareholding (if any) and commission that may be received by them, including commission for the financial year 2020-21, none of the other Directors, Key Managerial Personnel or their respective relatives, are concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Director  
TCI Express Limited

Priyanka

Place: Gurugram  
Date: May 19, 2021

Company Secretary  
Membership No. 36870

#### Registered Office:

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