

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting ("AGM") of members of **Transport Corporation of India Limited** ("the Company") will be held on Monday, 28<sup>th</sup> July, at 10:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses:

## ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ("FY") ended 31<sup>st</sup> March, 2025 together with the Reports of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. D P Agarwal (DIN: 00084105) who retires by rotation and, being eligible, offers himself for re-appointment;
3. To appoint a Director in place of Mr. S N Agarwal (DIN: 00111187) who retires by rotation and, being eligible, offers himself for re-appointment.

## SPECIAL BUSINESSSES:

### 4. Continuation of appointment of Mr. S N Agarwal (DIN: 00111187) as Non Executive Director aged 80 years

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Compensation/Nomination and Remuneration Committee ("CNRC") and the Board of Directors, consent of the Members be and is hereby accorded to the continuation of appointment of Mr. S N Agarwal (DIN: 00111187) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN: 00380300) and/or Mr. Ashish Kumar Tiwari - Group CFO and/or the Company Secretary & Compliance Officer be & are hereby jointly/severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

### 5. Re-appointment of Mr. Vikrampati Singhania (DIN: 00040659) as Non-Executive Independent Director for the second term of 5 (Five) consecutive years

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements),

Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Compensation/Nomination and Remuneration Committee ("CNRC") and approval of the Board of Directors, the re-appointment of Mr. Vikrampati Singhania (DIN: 00040659), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second term of five consecutive years commencing from 5<sup>th</sup> July, 2026 upto 4<sup>th</sup> July, 2031, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vikrampati Singhania be paid such remuneration/fees and/ or commission as the Board of Directors may approve considering the recommendations made by the CNRC and subject to such limits, prescribed or as may be prescribed from time to time, to be received in the capacity of Non-Executive Independent Director.

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

### 6. To consider and approve payment of remuneration to Non-Executive Directors by way of commission for a period of five years effective from FY 2025-26

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

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 197, 198 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded for the payment of commission to the Non-Executive Directors of the Company, for a period of five years, commencing from FY 2025-26, as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per annum shall not exceed 0.5% of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Companies Act, 2013, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non- Executive Directors.

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be & are hereby jointly/severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution".

## 7. Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other similar Instruments

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time by making offer(s) or invitation(s) to subscribe or issuance of redeemable Non-Convertible Debentures (NCD)/Bonds/Other similar instruments, whether secured or unsecured, on a private placement basis, in one or more tranches, upto an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) in one or more tranches/ series during a period of one year from the date of passing of this resolution to such persons as identified by the Board of Directors of the Company, on such terms and conditions, as the Board may, from time to time, determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## 8. Appointment of M/S Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereof and based upon recommendations of the Audit Committee and approval of the Board of Directors of the Company, M/s. Vinod Kothari & Company, Practicing Company Secretaries, Kolkata (a Peer Reviewed Firm of Company Secretaries in Practice) bearing Firm Registration No. P1996WB042300, Peer Review Certificate No. 4123/2023, be and is hereby appointed as Secretarial Auditors of the Company for a term of five years effective from the financial year 2025-26 till the financial year 2029-30.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Secretarial Auditors so appointed under Para I, be and are hereby exempted from attending the Annual General Meeting to be held during their tenure.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary and Compliance officer be & are hereby jointly/severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

**By order of the Board of Directors**  
**For Transport Corporation of India Limited**

**D P Agarwal**  
 Chairman & Managing Director  
 DIN: 00084105

Date: 14<sup>th</sup> May, 2025  
 Place: Gurugram

### Registered Office:

Flat Nos. 306 & 307, 1-8-201 to 203, 3rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
**Phone:** +91 40 2784-0104,  
**Email:** secretarial@tcil.com | Website: www.tcil.com  
**CIN:** L70109TG1995PLC019116

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

## NOTES:

1. Pursuant to the General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 issued by Securities and Exchange Board of India ("SEBI") dated 3rd October, 2024 (in continuation to the circulars issued earlier in this regard) hereinafter referred as ("AGM Circulars"), the 30<sup>th</sup> Annual General Meeting ("AGM") of the Company will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

2. In compliance with the applicable provisions of the Act read with the aforesaid MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 30<sup>th</sup> Annual General Meeting of the Company is being conducted through VC/OAVM (hereinafter called as "E-AGM" or "AGM"). The registered office of the Company shall be deemed to be the venue for the AGM.
3. Explanatory Statement pursuant to Section 102 of the Act, which sets out details of material facts relating to the Special businesses to be transacted at this AGM, is annexed hereto and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard") are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation/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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.tcil.com](http://www.tcil.com). The Notice can also be accessed from the websites of the Stock Exchanges at 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM at [www.evotingindia.com](http://www.evotingindia.com)).
7. As the AGM is conducted through VC/ OAVM, the attendance of members (members' login) attending shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013.
8. The Board of Directors of the Company has appointed Mr. V K Bajaj, Practicing Company Secretary as Scrutinizer, to scrutinize the voting and remote e-voting process in a fair & transparent manner. Post receiving the Scrutinizer's report, the Company shall communicate the voting results within two working days from the conclusion of the Meeting to the Stock Exchanges. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at [www.tcil.com](http://www.tcil.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
9. Since the meeting is being conducted through VC/OAVM, the facility of appointing proxies to attend and vote at the meeting on behalf of the members of the Company is not available. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
10. Body Corporates who intend to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/ OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/ letter of authority/power of attorney to the Scrutinizer by e-mail

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

to [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com) and to the Company at [secretarial@tcil.com](mailto:secretarial@tcil.com) through its registered E-mail Address.

11. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 30<sup>th</sup> AGM and the Annual Report for the financial year 2024-25 are being sent only by email to the Members whose name appear in the register of members/depositories as at closing hours of business on 27<sup>th</sup> June, 2025. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at [www.tcil.com](http://www.tcil.com) websites of the Stock Exchanges, that is, BSE Ltd. and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL, the e-voting agency at [www.evotingindia.com](http://www.evotingindia.com). The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request for the same in writing to the Company at [secretarial@tcil.com](mailto:secretarial@tcil.com).
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depositories Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in the physical form.
13. Information with regard to the Directors proposed to be re-appointed, is annexed to this Notice in terms of the SEBI Listing Regulations and the Secretarial Standard on General Meetings.
14. The Share Transfer Books and the Register of Members shall remain closed from Monday 21<sup>st</sup> July, 2025 to Monday, 28<sup>th</sup> July, 2025 (Both Days Inclusive).
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify their Depositories Participants (DPs) in respect of their electronic share accounts and to the Company's Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
16. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, e-mail address, mobile number, bank account details) and nomination details by holders of securities. Shareholders are requested to update the said details against folio/ demat account. The forms prescribed by SEBI in this regard are available on the website of the Company at [www.tcil.com](http://www.tcil.com).
17. In case of joint holders attending the meeting, the members whose names appear as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. As per Regulation 40 of the SEBI Listing Regulations, 2015, the

securities of the listed companies can be transferred only in the dematerialized form and transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or RTA for assistance in this regard. Further, Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificates; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR4, the format of which is available on the website of the Company at [www.tcil.com](http://www.tcil.com).

19. Pursuant to Section 72(1) of the Act, individual shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares of the Company shall vest in the event of death of the sole / all joint shareholders
20. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 25<sup>th</sup> July, 2025 through email at [secretarial@tcil.com](mailto:secretarial@tcil.com).
22. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023 (updated as on 4<sup>th</sup> August, 2023) has specified that a shareholder shall first

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein.

Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

- 23.** Pursuant to the applicable provisions of the Act, unpaid/unclaimed dividends up to the financial year 2017-18, were transferred to the Investor Education & Protection Fund (IEPF). Besides the dividend so transferred, Company has also transferred the related shares in respect of dividends which remained unpaid for a continuous period of seven years to the demat account of IEPF Authority, in accordance with the applicable provisions of the Act and Rules made thereunder. It may be noted that once the unclaimed / unpaid dividend and/or shares are so transferred; the same can only be reclaimed by a shareholder from the IEPF Authority in accordance with the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder by following the prescribed procedure in this regard. The IEPF Rules and the application Form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in). Details of the unpaid/ unclaimed dividend and shares transferred to IEPF from time to time also have been uploaded on the "Investors Section" of the website of the Company viz. [www.tcil.com](http://www.tcil.com).

- 24.** The requisite Statutory Registers as required under the Act are available for inspection by the members. All documents referred to in the Notice will also 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 between 09:00 A.M. to 05:00 P.M. on all working days. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at [secretarial@tcil.com](mailto:secretarial@tcil.com) mentioning their names and folio numbers/demat account numbers.

- 25.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., 28<sup>th</sup> July, 2025.

- 26.** The recorded transcript of the proceedings of the AGM shall be available on the Company's website at [www.tcil.com](http://www.tcil.com).

## THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the 21<sup>st</sup> July, 2025 ("cut-off date") only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on Thursday, 24<sup>th</sup> July, 2025 at 9:00 A.M. IST and ends on Sunday, 27<sup>th</sup> July, 2025 at 5:00 P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

|               |  |
|---------------|--|
| <b>STEP 1</b> | Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.                     |
| <b>STEP 2</b> | Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. |

- (i) The voting period begins on Thursday, 24<sup>th</sup> July, 2025 at 9:00 A.M. IST and ends on Sunday, 27<sup>th</sup> July, 2025 at 5:00 P.M. IST. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> July, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the

facility of remote e-voting to its members. The details of the process and manner of e-voting are explained herein below:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



## NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode in CDSL/NSDL is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>                               | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see evoting page of the evoting service provider for casting your vote during the remote evoting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all evoting Service Providers, so that the user can visit the evoting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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 &amp; Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</li> </ol>  |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <ol style="list-style-type: none"> <li>1) 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. Click on Transport Corporation of India Limited or CDSL 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 meeting &amp; voting during the meeting.</li> <li>2) 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>. 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></li> <li>3) 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 Depository site wherein you can see e-Voting page. Click on Transport Corporation of India Limited or CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | 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. Click on Transport Corporation of India Limited or CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

**\*Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000         |

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

|  | For Physical shareholders and other than individual shareholders holding shares in Demat  |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br><b>Shareholders</b> 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. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br><br>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.                      |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Transport Corporation of India Ltd.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 emailed 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 will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF

format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [vasanth@vkbajassociates.com](mailto:vasanth@vkbajassociates.com) and to the Company at the email address viz; [secretarial@tcil.com](mailto:secretarial@tcil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@tcil.com](mailto:secretarial@tcil.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@tcil.com](mailto:secretarial@tcil.com). These queries will be replied to by the company suitably by email.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise



# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
2. **For Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, 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 toll free no. 1800 22 55 33.

## EXPLANATORY STATEMENT

### (Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102(1) of the Act, the following statement sets out material facts relating to the special businesses mentioned under Item Nos. 4 to 8 of this Notice.

### ITEM NO. 4

#### Continuation of appointment of Mr. S N Agarwal (DIN: 00111187), as Non-Executive Director aged 80 years

It may kindly be noted that for Mr. S N Agarwal (DIN: 00111187), Director, the approval for continuation of his directorship was taken on 29<sup>th</sup> July, 2019, well before reaching the age of 75 years as per the prevalent provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2024.

Now, in terms of the recently notified SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years at the time of appointment/re-appointment.

Since Mr. S N Agarwal is retiring by rotation and offering himself for re-appointment, the consent of the Members by way of Special Resolution is required.

The Compensation/Nomination and Remuneration Committee and the Board of Directors of the Company are of the view that in order to take advantage of Mr. S N Agarwal's rich & varied experience, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 14<sup>th</sup> May, 2025, based upon the recommendation of the Compensation/ Nomination and Remuneration Committee, have recommended for the approval of the Members, continuation of Mr. S N Agarwal, aged 80 years as a Non-Executive Director of the Company, liable to retire by rotation.

The relatives of Mr. S N Agarwal may be deemed interested in the resolution proposed under Item No. 4 to the extent of their shareholding interest, if any, in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out in item No. 4 of the notice for approval by the members by way of Special Resolution.

### ITEM NO. 5

#### Re-appointment of Mr. Vikrampati Singhania (DIN: 00040659) as Non-Executive Independent Director for the second term of 5 consecutive years

Mr. Vikrampati Singhania (DIN: 00040659) is currently an Independent Director of the Company, and also the Chairman of Compensation/Nomination and Remuneration Committee.

Mr. Vikrampati Singhania was appointed as an Independent Director of the Company by the Members at the 26<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2021 for a period of 5 (five) consecutive years commencing from 5<sup>th</sup> July, 2021 till 4<sup>th</sup> July, 2026 and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Compensation/Nomination & Remuneration Committee ('CNRC'), the Board of Directors at its meeting held on 14<sup>th</sup> May, 2025, proposed the re-appointment of Mr. Vikrampati Singhania as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 5<sup>th</sup> July, 2026 till 4<sup>th</sup> July, 2031, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

## NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

The CNRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Singhanian's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Singhanian continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Singhanian confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Singhanian has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Singhanian has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Singhanian has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Singhanian has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Mr. Singhanian would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, reimbursement for expenses incurred in connection with attending Board/ Committee meetings and as may be approved by the CNRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law.

In the opinion of the Board, Mr. Singhanian fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management and therefore, in compliance with the provisions of Section 149 read with Schedule

IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Singhanian as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at [www.tcil.com](http://www.tcil.com) and would also be made available for inspection to the Members of the Company upto Friday, 25<sup>th</sup> July, by sending a request from their registered email address to the Company at [secretarial@tcil.com](mailto:secretarial@tcil.com) along with their Name, DP ID & Client ID/ Folio No.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

None of the Directors and/or KMPs of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution as set out in Item No. 5 of the notice for approval by the members by way of Special Resolution.

### ITEM NO. 6

#### **To consider and approve payment of remuneration to Non-Executive Directors by way of commission for a period of five years effective from Financial Year 2025-26**

The Members had, at the Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2021, passed a Special Resolution under Sections 197 of the Companies Act, 2013, approving the payment of commission to Non-Executive Directors of the Company, of a sum not exceeding 0.5% per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Companies Act, 2013. The approval was valid upto Financial Year 2024-25.

The current competitive business environment, stringent accounting standards and corporate governance norms require substantial involvement of the Directors in the decision-making process. With the onset of the new amendments in the Act and SEBI Listing Regulations, 2015, the responsibility of the Directors has become more onerous, and the Directors are required to give more time and attention to the business of the Company. It is therefore proposed to continue the payment of commission to the Non-Executive Directors of the Company. The Board of Directors will determine each year the specific amount to be paid as commission to the Non-Executive Directors which shall not exceed 0.5% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

In view of the above, the Members' approval is sought pursuant to

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

Sections 197, 198 and other applicable provisions of the Act, if any, for the payment of commission to the Non-Executive Directors of the Company for a period of five years commencing from Financial Year 2025-26. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

All the Non-Executive Directors of the Company are interested in the Resolution set out at Item No. 6 of the accompanying Notice, since it relates to their respective remuneration.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out in Item No. 6 of the notice for approval by the members by way of Special Resolution.

## ITEM NO. 7

### **Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other similar Instruments**

In order to give the Company flexibility to manage its borrowing program, the Company proposes passing a suitable resolution enabling the Company to offer NCDs/Bonds/Other similar instruments not exceeding ₹ 200 Crores (Rupees Two Hundred Crores Only), on private placement basis, at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. NCDs/Bonds/Other similar instruments are a significant and cost-effective source of borrowings for corporates and your Company would like to avail this option as well.

In terms of the provisions of Section 42 of the Act as amended from time to time, a Company offering or making an invitation to subscribe to NCDs/ Bonds/ Other similar instruments on a private placement basis, is required to obtain prior approval of its Members by way of a Special Resolution. Accordingly, it is hereby proposed to seek an approval from members enabling the Board to issue NCDs/Bonds/ other similar Instruments, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board upto an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores) under one or more letter(s) of offer/disclosure documents as may be issued by the Company, during the period of one year from the date of passing of the Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time with the authority to the Board of Directors to determine the terms and conditions, including the issue price of NCDs / Bonds/ other similar instruments.

None of the Directors and/or KMPs of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends resolution as set out in Item No. 7 of the Notice for approval of members by way of Special Resolution.

## ITEM NO. 8

### **Appointment of M/s. Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditors**

SEBI's amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") effective from 1<sup>st</sup> April, 2025, introduce Regulation 24A(2), governing the appointment, tenure, and removal of Secretarial Auditors for listed entities.

As per the amended SEBI Listing Regulations, the Company is required to appoint the Secretarial Auditors for a period of 5 years. In line with these provisions, the Board approved the appointment of M/s. Vinod Kothari & Company, Practicing Company Secretaries, Kolkata (a Peer Reviewed Firm of Company Secretaries, for a term of five years, commencing from FY 2025-26 till FY 2029-30, subject to members approval at the upcoming AGM.

The appointment is being made in accordance with the prescribed tenure limits and the company's governance framework.

#### **Key Details of the Appointment:**

- 1. Name of the Secretarial Auditor/Firm:** M/s. Vinod Kothari & Company.
- 2. Qualifications and Experience:** M/s. Vinod Kothari & Company, Practising Company Secretaries ('Firm') was established in 1988, With more than 36 years of vintage and 7 partners (average association of 10+ years), the Firm is one of the most reputed PCS firms having headquarters in Kolkata and offices in Mumbai, Delhi, and Bengaluru. The Firm is renowned for its commitment to quality and precision, ensuring the highest standards in the professional practices. The Firm has bagged 'Best PCS Firm' award conferred by Institute of Company Secretaries of India ('ICSI') in 2024 and is a two times awardee of "Best Secretarial Audit Award" in 2019 & 2024.

The Firm specialises in providing comprehensive professional services in corporate law advisory, assurance including secretarial audit, specific compliance assessments, developing SoPs for routine corporate tasks, conducting familiarisation programmes for senior management personnel among other services. Through its research intensive team, the Firm also actively engages in academic research writing. It has published 25 books authored by partners, associates and other team members.

- 3. Term of Appointment:** The appointment will be effective from Financial Year 2025-26, for a period of five years, ending in Financial Year 2029-30.

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

**4. Scope of Work:** As per the regulatory requirements, the Secretarial Auditor will conduct a detailed audit of the Company's compliance with:

- **The Companies Act, 2013**
- **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**
- **Other applicable statutory and regulatory requirements**

The Auditor will provide an independent report to the Board of Directors and members, highlighting any non-compliance or governance issues, and will also assist the Company in identifying areas for improvement.

**5. Remuneration:** The proposed remuneration to be paid to the secretarial auditors for the FY 2025-26 is ₹500,000 lakhs (Rupees Five Lacs Only). The said remuneration excludes applicable taxes and out of pocket expenses. The authority to

decide the remuneration for the balance period of the tenure has been delegated to the Board of Directors which shall be decided mutually by them and the secretarial auditor.

The Board of Directors, after a thorough evaluation, is satisfied with the qualifications, experience, and competence of M/s. Vinod Kothari & Co. to undertake the responsibilities of Secretarial Auditor for the Company. The Board recommends the approval of the appointment for the five-year term, commencing from FY 2025-26 upto FY 2029-30, and authorizes the Board to finalize the terms of remuneration and other specifics related to the appointment.

None of the Directors and Key Managerial Personnel of the Company, is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends resolution as set out in Item No. 8 of the Notice for approval of the members by way of an Ordinary Resolution.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 30<sup>TH</sup> AGM

[(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations), 2015]

| Particulars  | Mr. S N Agarwal  | Mr. D P Agarwal  | Mr. Vikrampati Singhania   |
|--|--|--|--|
| <b>Director Identification Number (DIN)</b>  | 00111187   | 00084105   | 00040659   |
| <b>Date of Birth</b>   | 15 <sup>th</sup> January, 1945   | 24 <sup>th</sup> August, 1950  | 8 <sup>th</sup> October, 1965  |
| <b>Nationality</b>   | Indian   | Indian   | Indian   |
| <b>Designation/Category of Director</b>  | Non-Executive Director   | Chairman and Managing Director   | Non-Executive Independent Director   |
| <b>Age</b>   | 80   | 74   | 59   |
| <b>Date of first appointment</b>   | 2 <sup>nd</sup> January 1995   | 11 <sup>th</sup> September, 1998   | 5 <sup>th</sup> July 2021  |
| <b>Qualifications</b>  | MBA, Davenport College of Business, US   | Graduate   | M.Com, Kanpur University<br>MBA, Fuqua School of Business, Duke University, USA  |
| <b>Terms &amp; conditions of appointment/re-appointment</b>                                  | As per the Company's Nomination and Remuneration Policy (available on the Company website at <a href="http://www.tcil.com">www.tcil.com</a> )                              |  |  |
| <b>Expertise in specific Functional Area<sup>1</sup></b>                                     | Over five decades of rich experience in various industries including logistics.<br><br>He also serves as the Chairman of Boruka Gases Ltd. & Boruka Power Corporation Ltd. | He has been associated with the transport industry for more than 50 years and contributing in developing the unorganized logistics sector into an organized one. | Mr. Singhania is a Director of JK Organisation, Managing Director of J.K. Fenner (India) Ltd, one of the leading auto/Industrial parts manufacturing company in the country. He is also Managing Director of JK Agri Genetics Ltd, a leader in hybrid seeds for agriculture. |
| <b>No. of equity shares held in the Company including shareholding as a beneficial owner</b> | -  | 8,12,743   | -  |

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

|  |   |   |  |
|--|---|---|--|
| <b>Directorship held in other Companies<sup>2</sup></b>  | 1. PHARMED LIMITED<br>2. BHORUKA POWER CORPORATION LIMITED<br>3. BHORUKA AGRO BUSINESS PRIVATE LIMITED<br>4. BHORUKA SPECIALTY GASES PRIVATE LIMITED<br>5. BHORUKA POWER INVESTMENTS INDIA PRIVATE LIMITED              | 1. BHORUKA POWER CORPORATION LIMITED<br>2. TCI DEVELOPERS LIMITED<br>3. TCI EXPRESS LIMITED<br>4. TCI INDUSTRIES LIMITED<br>5. INDO RAMA SYNTHETICS (INDIA) LIMITED   | 1. TANVI COMMERCIAL PRIVATE LIMITED<br>2. SANDHAR TECHNOLOGIES LIMITED<br>3. JK AGRI GENETICS LIMITED<br>4. AUTOMOTIVE COMPONENT MANUFACTURERS ASSOCIATION OF INDIA<br>5. LUMAX INDUSTRIES LIMITED<br>6. J.K. FENNER (INDIA) LIMITED |
| <b>Memberships/ Chairmanships of Committees of other Companies</b>                                   | <b>Bhoruka Power Corporation Ltd.</b><br>i. Corporate Social responsibility Committee<br>ii. Stakeholder Relationship Committee<br><b>Pharmed Ltd.</b><br>i. Audit Committee<br>ii. Nomination & Remuneration Committee | <b>TCI Developers Ltd.</b><br>i. CSR Committee<br><b>TCI Express Ltd.</b><br>i. Nomination and remuneration Committee<br>ii. CSR Committee<br><b>Indo Rama Synthetics (India) Ltd.</b><br>i. Audit Committee<br>ii. Risk Management Committee<br>iii. Banking & Finance Committee | <b>J K Agri Genetics Ltd.</b><br>i. Stakeholders Relationship Committee<br><b>Lumax Industries Ltd.</b><br>i. Audit Committee<br>ii. Stakeholders Relationship Committee   |
| <b>Details of last remuneration drawn</b>  | Refer Corporate Governance Report   | Refer Corporate Governance Report   | Refer Corporate Governance Report  |
| <b>Details of remuneration sought to be paid</b>   | NA  | NA  | See Note given below   |
| <b>Name of Listed Companies from which the Director has resigned in the past three years</b>         | KIRLOSKAR ELECTRIC COMPANY LIMITED  | JAY BHARAT MARUTI LIMITED   | -  |
| <b>Relationship with other Directors, manager and other Key Managerial Personnel of the Company.</b> | Mr. S N Agarwal is related to Mr. D P Agarwal   | Mr. D P Agarwal is related to Ms. Urmila Agarwal, Mr. Vineet Agarwal, Mr. Chander Agarwal and Mr. S N Agarwal   | Mr. Vikrampati Singhania is not related to any other director of the Company.  |
| <b>Number of Board Meetings attended during the Financial Year 2024-25</b>                           | Refer Corporate Governance Report   | Refer Corporate Governance Report   | Refer Corporate Governance Report  |
| <b>Justification for choosing the Independent Director</b>   | Not Applicable  | Not Applicable  | As per Explanatory Statement of Notice of AGM  |

## Notes:

- Please refer Company's website [www.tcil.com](http://www.tcil.com) for detailed Profile of the Directors.
- Excluding Foreign Companies and Section 8 Companies.
- Mr. D P Agarwal ceased to be Director of Jay Bharat Maruti Ltd. on completion of his second term of office as and Independent Director w.e.f. close of business hours on 31<sup>st</sup> March, 2024.

Note: For other details such as the number of meetings of the Board attended during the year, remuneration drawn in respect of above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report. The Non-Executive Independent Directors are paid sitting fees for attending meetings of the Board of Directors, Independent Directors and various Committee of Directors etc.