

NOTICE

25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Company will be held on Wednesday, the 12th August, 2020 at 03:00 PM(IST) through Video Conferencing / Other Audio Visual Means to transact the following business (es):

ORDINARY BUSINESS:

- To consider and adopt Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2020 together with the Reports of Directors and Auditors thereon.
- To appoint a Director in place of Ms. Urmila Agarwal (DIN: 00818165), who retires by rotation and, being eligible, offers herself for re-appointment.
- To appoint a Director in place of Mr. Chander Agarwal (DIN: 00818139), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Ravi Uppal (DIN-00025970) as Non-Executive Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravi Uppal (DIN: 00025970), who was appointed as Additional Director by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a period of 5 consecutive years commencing from 28th October, 2019, not liable to retire by rotation.

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

5. Continuation of appointment of Mr. D P Agarwal (DIN-00084105) as Chairman & Managing Director

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

"RESOLVED THAT pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act') or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, consent of the members be and is hereby accorded to continue the employment of Mr. D P Agarwal, (DIN: 00084105) as Chairman & Managing Director of the Company even after attaining the age of 70 years on the same terms and conditions as already approved by members in the Annual General Meeting held on 2nd August, 2018.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do

all such act(s), deed(s) and thing(s) as may be required/deemed necessary and to take all such steps and action to give effect to the above resolution."

6. Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other Instruments

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 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 Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time) 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 private placement basis, in one or more tranches, upto an amount not exceeding ₹ 200 Cr (Rupees Two Hundred Crores Only) during a period of one year from the date of passing of this Resolution 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 and the Company Secretary be and are 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.

BY Order of the Board
For **Transport Corporation of India Ltd**

Place : Gurugram

Date : 02nd June, 2020

Archana Pandey
Company Secretary & Compliance Officer

Membership no.: A23884

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

NOTES:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, has permitted the companies to hold their AGM through Video Conferencing (VC)/Other Audio Visual Means(OAVM) for the calendar year 2020.
2. In compliance with applicable provisions of the Companies Act, 2013 (the Act) read with aforesaid MCA circulars, the 25th Annual General Meeting of the company is being conducted through VC (hereinafter called as "E-AGM").
3. The Company has appointed Central Depository Services (India) Ltd. (CDSL), to provide VC facility for the E-AGM.
4. The Members can join the E-AGM 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 E-AGM 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, Auditors, the Chairpersons of the Audit & Risk Management Committee, Compensation/Nomination and Remuneration Committee and Stakeholders Relationship Committee etc. who are allowed to attend the E-AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the E-AGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant(s) in case the shares are held by them in electronic form and with Registrar and Share Transfer Agent (RTA) in case the shares are held by them in physical form.
7. 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/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members has also been dispensed with, hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. The related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Businesses at Items 4 to 6 as set out above; to be transacted at the Meeting is annexed hereto.
9. Since the AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.
10. Corporate members intending to send their authorized representatives to attend & vote at the Meeting are requested to send a certified true copy of the Board Resolution authorizing them in this behalf.
11. The Share Transfer Books & the Register of Members shall remain closed from Friday, 7th August, 2020 to Wednesday, 12th August, 2020 (Both days inclusive).
12. The name of the Company had been changed from TCI Industries Ltd. to Transport Corporation of India Ltd. vide fresh Certificate of Incorporation dated 29th January, 1999, issued by the Registrar of Companies, Hyderabad.
13. The Members are also requested to register/update their bank mandate and/or avail ECS facility, where dividends can directly credited in electronic form to their respective bank accounts. Members holding shares in electronic form may contact to their respective Depository Participants to register/update bank mandate and Members holding shares in physical form can send a request to the RTA of the Company at inward.ris@kfintech.com mentioning Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the RTA/Company
15. The members are requested to address all their communications to KFin Technologies Pvt. Ltd., Hyderabad, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.
16. The members who have still not exchanged their old share certificates, are requested to surrender the same (issued by the then Transport Corporation of India Ltd. - Now known as TCI Industries Ltd., the transferor Company under the Scheme of Arrangement) along with set of four signature cards to M/s. TCI Industries Ltd., Mukesh Mills Compound, N.A. Sawant Marg, Colaba, Mumbai-400005, as several times requested by the said Company and subsequent reminders from our Company as well to obtain their new share certificates of four Companies including this Company.
17. Pursuant to Section 124 of the Act, the unclaimed final dividend for the year ended 31st March 2013 will be transferred to the **"Investor Education and Protection Fund"** (IEPF) on expiry of 7 years from the date the dividend became due for payment. It may be noted that after the expiry of the said period of Seven years on 30th August, 2020, no claim shall lie in respect of unclaimed dividend. Further, Section 124(6) of the Act mandates transfer of all those shares, in respect of which unpaid or unclaimed dividend have been transferred by the Company to IEPF. Thus, all the shares against which dividend has not been claimed, shall also stand transferred IEPF. Accordingly,

members who have not claimed their unpaid Dividends for the said financial year and any of subsequent years are requested to write to the Company Secretary at secretarial@tcil.com.

18. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or RTA for assistance in this regard.
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. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s). In view of the said MCA Circulars, the Company has published a notice on July 2, 2020 in Financial Express (English language) and Surya (Tamil language) inter alia, advising the Shareholders whose e-mail address are not registered with the Company or the Depository Participant(s), as the case may be, to register their e-mail address. The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and also available on the website of E-voting agency CDSL at www.evotingindia.com.
21. The requisite 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. Members seeking to inspect such documents can send an email to the Company Secretary at secretarial@tcil.com.
22. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to 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. 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.
23. 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 between Wednesday, 05th August, 2020 to Sunday, 09th August, 2020 through email to secretarial@tcil.com.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) 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 CDSL for facilitating voting through electronic means, as the authorized e-Voting 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.
 - I. The Board of Directors of the Company has appointed Mr. VK Bajaj, Practicing Company Secretary as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner and they have communicated their willingness to the said appointment and will be available for same purpose.
 - II. The voting period begins on Sunday, 09th August, 2020 from 09:00 AM (IST) and ends on Tuesday, 11th August, 2020 at 05:00 PM (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 or record date i.e. Thursday, 06th August, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - III. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
 - IV. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, 06th August, 2020.
 - V. Any person, who acquires shares of the Company & becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdeskevoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 - VI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 (forty eight) hours from the conclusion of the Meeting, make a consolidated

scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.tcil.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

VII. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

i. The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 AM (IST) on Sunday, 09th August, 2020.

End of e-voting: Up to 5:00 PM (IST) on Tuesday, 11th August, 2020.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

ii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.

iii. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on "Shareholders" module.

v. Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
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. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Transport Corporation of India Limited.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders 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 the email id: scrutinizer_tci@vkbajassociates.com. If they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 secretarial@tcil.com.
2. **For Demat shareholders:** Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@tcil.com.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

1. The procedure for e-Voting on the day of the E-AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the E-AGM 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 E-AGM.
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the E-AGM However, they will not be eligible to vote at the E-AGM.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

25. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE E-AGM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the E-AGM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the E-AGM.
4. 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.
5. The shareholders may send their queries in advance between Wednesday, 05th August, 2020 to Sunday, 09th August, 2020 mentioning their name, demat account number/folio number, email id and mobile number at Secretarial@tcil.com.
6. Members who need assistance before or during the AGM, can contact to helpdesk.evoting@cdslindia.com or call 1800225533.

Procedure for obtaining the Annual Report, E-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of E-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their mail address and mobile no. including address and bank details may please contact and validate/update their details with the Depository Participant. In case of shares held in electronic form, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited in case the shares held in physical form.

2. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of E-AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by sending an email to einward.ris@kfintech.com. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.
3. Shareholders may also requested to visit the website of the company www.tcil.com or the website of the Registrar and Transfer Agent www.kfintech.com for downloading the Annual Report and Notice of the E-AGM.
4. Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of E-AGM and the e-voting instructions.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Based on recommendation of the Compensation/Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Ravi Uppal as Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years, with effect from 28th October, 2019, subject to approval of shareholders in the Annual General Meeting (AGM).

Pursuant to the provisions of Section 161(1) of the Act and the Article of Association of the Company, Mr. Ravi Uppal holds office up to the date of this AGM and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing, notice from a Member, proposing his candidature for the office of Director.

Mr. Ravi Uppal 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.

The Company has also received declarations from him that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Regulation 16(2) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, he is independent of the management.

The terms and conditions of his appointment shall be open for inspection and any Member interested in the same may write to the Company Secretary.

His brief resume, nature of expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and other details are annexed to this notice.

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.

Considering his rich experience and expertise, the Board recommends the resolution at item no. 04 for approval by the shareholders.

ITEM NO. 5

In terms of Section 196(3) of the Act, read with Part-1 of Schedule V, no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution.

Mr. D P Agarwal, Chairman & Managing Director (CMD) was reappointed as Managing Director, designated as CMD w.e.f 1st August, 2018 for a period of 5 years. He was 68 years old at that time. Now, as he turns 70 in August, 2019, during his current tenure as CMD, Members' consent as special resolution is required for continuation of engagement of Mr. D P Agarwal as CMD in order to comply with the requirement of Section 196(3) of the Act.

The Compensation/Nomination and Remuneration Committee and the Board of Directors of the Company are of the view that in order benefit from Mr. D P 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 2nd June, 2020, based upon the recommendation of the Compensation/Nomination and Remuneration Committee, have recommended for the approval of the Members, continuation of Mr. D P Agarwal as a Chairman and Managing Director of the Company, not liable to retire by rotation, even after attaining the age of 70 years.

The relatives of Mr. D P Agarwal may be deemed interested in the resolution proposed under item no. 5, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 commends the Resolution at item No. 5, for approval by the shareholders.

ITEM NO. 6

In order to give the Company flexibility to manage its borrowing program, the Company proposes to pass a suitable enabling resolution to allow the Company to offer NCDs/Bonds/Other similar instruments not exceeding ₹ 200 Cr (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.

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 shareholders 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 ₹ 200 Cr, 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 / Key Managerial Personnel at the Company / their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Directors recommends the resolution at item No. 6 for approval by the shareholders.

Place : Gurugram
Date : 02nd June, 2020

BY Order of the Board
For **Transport Corporation of India Ltd**

Archana Pandey
Company Secretary & Compliance Officer

Membership No.: A23884

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

A BRIEF PROFILE OF THE DIRECTORS TO BE RE-APPOINTED

Particulars	Ms. Urmila Agarwal	Mr. Chander Agarwal	Mr. Ravi Uppal
Age	67	41	68
Qualifications	Graduate	Bachelor of Science in Business Administration from Bryant Collage, Smithfield, RI.	Mechanical Engineering from IIT, Delhi, alumnus of IIM, Ahmadabad
Expertise in specific Functional Area*	Over two decades of expertise and knowledge about the garment manufacturing sector.	His hands-on experience with Transfreight USA, a 3PL specializing in 'lean logistics' for Toyota Motor vehicles, USA, has given him unmatched knowledge of the Supply Chain Management.	Mr. Uppal has wide-ranging business experience, spanning over 40 years in engineering, manufacturing and infrastructure segments in India and abroad.
Terms and conditions of appointment/re-appointment	As per existing terms and conditions	As per existing terms and conditions	As per the resolution at item no. 4 of this Notice read with explanatory statement thereto
Date of first appointment on the Board	1 st November, 2011	21 st September, 2006	28 th October, 2019
Directorship held in other Companies [†]	i. Bhoruka Supply Chain Solutions Holdings Ltd. ii. Bhoruka Express Consolidated Ltd. iii. TDL Real Estate Holdings Ltd.	i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI Infrastructure Ltd. iv. Gloxinia Farms Pvt. Ltd. v. TCI Apex-Pal Hospitality India Pvt. Ltd. vi. TCI Properties (West) Ltd.	i. JK Files India Ltd. ii. Ring Plus Aqua Ltd. iii. Steel Infra Solutions Pvt. Ltd. iv. Surin Automotive Pvt. Ltd. v. Skillsonics India Pvt. Ltd.
Memberships/ Chairmanships of committees of other companies	Nil	TCI Developers Ltd. i. Stakeholders' Relationship Committee TCI Express Ltd. i. CSR Committee ii. Share Transfer Committee** iii. Risk Management Committee**	Nil

* Please refer Company's website www.tcil.com for detailed profile of the directors.

**Chairperson of the Committee.

[†]Excluding Foreign Companies and Section 8 Company.

For other details such as the number of meetings of the board attended during the year, remuneration drawn, relationship with other directors and KMPs, No. of shares held etc. in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.