

NOTICE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Company will be held on Tuesday, the 3rd August, 2021 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt Financial Statements (Standalone & Consolidated) for the FY ended 31st March, 2021 together with the Reports of Directors and Auditors thereon.
2. To consider and approve payment of Final Dividend for FY 2020-21, if any.
3. To appoint a Director in place of Mr. D. P. Agarwal, Chairman & Managing Director, (DIN-00084105) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. S N Agarwal, Director, (DIN-00111187) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To consider and approve re-appointment of Mr. Vijay Sankar (DIN-00007875) as Non-Executive Independent Director for a 2nd term of five consecutive years effective from 4th November, 2021**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 read with Schedule IV 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 as amended from time to time, Mr. Vijay Sankar, (DIN-00007875) whose tenure is expiring at the closing of business hours of 3rd November, 2021 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 and from whom the Company has received consent to act as director in writing, if re-appointed & the declaration of Independence thereof, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, for a 2nd term of five consecutive years effective from 4th November, 2021, 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".

6. **To consider and approve the appointment of Mr. Vikrampati Singhania (DIN: 00040659), as Non-Executive Independent Director**

To consider and, if thought fit, to pass, the following resolution as a **Special 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikrampati Singhania (DIN: 00040659), 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 five consecutive years commencing from 5th July, 2021, 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".

7. **To consider and approve payment of remuneration to Non-Executive Directors by way of commission for a period of five years effective from FY 2021-22**

To consider and, if thought fit, to pass 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 to the payment of commission to the Non-Executive Directors of the Company, for a period of five years, commencing from FY 2021-22, 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.

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".

8. **Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other similar 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 SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 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) during a period of

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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 Limited

Place: Gurugram

Date: 25th May, 2021

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 No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020 read with Circular No. 20/2020 dated 05th May, 2020, had permitted the companies to hold their AGM through VC/OVAM for the calendar year 2020. Further in continuation of Circular No. 20/2020, MCA vide its Circular No. 02/2021 dated 13th January, 2021, permitted the Companies to hold their AGM through VC/OAVM in Calendar year 2021.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (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), read with aforesaid MCA circulars, the 26th AGM of the company is being conducted through Video Conferencing (VC) (hereinafter called as "E-AGM").
3. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised 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 E-AGM will be provided by CDSL.
4. The Members can join the E-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

E-AGM through VC / OAVM will be made available to 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, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors 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 through VC / OAVM 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 & mobile numbers are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
7. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this E-AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
8. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email at secretarial@tcil.com, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
9. The related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Businesses at Items 5 to 8 as set out above; to be transacted at the Meeting is annexed hereto.
10. Since the AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.
11. The Share Transfer Books & the Register of Members shall remain closed from Thursday, 29th July 2021 to Tuesday 3rd August, 2021 (Both Days Inclusive).
12. Members holding shares in electronic form may contact their respective Depository Participants to register / update bank mandate and Members holding shares in physical form are requested to the RTA of the Company at einward.ris@kfintech.com for the same.
13. The 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.
14. The members are requested to address all their communications to KFin Technologies Private Limited, 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.
15. Pursuant to Section 124 of the Act, the unclaimed final dividend for the year ended 31st March, 2014 will be transferred to the "Investor Education and Protection Fund" (IEPF) on expiry of 7 years from the date the dividend became

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due for payment. It may be noted that after the expiry of the said period of seven years on 28th August, 2021, 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 to 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.

16. 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 1st April, 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.
17. Pursuant to Section 72 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.
18. 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.
19. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
 - I. To all Beneficial Owners in respect of shares held in dematerialised form, as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), as at the close of business hours on Wednesday, 28th July, 2021;
 - II. To all Members in respect of shares held in physical form, after giving effect to valid transmission or transposition requests lodged with the Company as at the close of business hours on Wednesday, 28th July, 2021.
20. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st 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 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.

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 1st August, 2021, through email to secretarial@tcil.com. The same will be replied by/on behalf of the Company suitably.
22. The Non-Resident Indian shareholders are requested to inform the company immediately about:
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of NRO bank Account in India, if not, furnished earlier.
23. 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 the MCA Circulars, 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 authorised 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. V K 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. 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. Wednesday, 28th July, 2021.
 - III. The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 48 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.

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 a.m. (IST) on Saturday, 31st July, 2021.

End of e-voting: Up to 5:00 p.m. (IST) on Monday, 2nd August, 2021.

During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 28th July, 2021, may cast

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- their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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. Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & pursuant to SEBI Circular No. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated 09th December, 2020, remote e-voting facility has been enabled for the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - iv. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to <u>Easi / Easiest</u> are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login of Easi / Easiest, the user will be also able to see the e-voting Menu. The Menu will have link of ESP i.e. CDSL portal. Click on CDSL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
1. The shareholders should log on to the e-voting website 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 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 Shareholders holding shares in Demat Form other than individual 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 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. 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 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 Transport Corporation of India Limited
- 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.

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- 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. Facility for Non – Individual Shareholders and Custodians Remote Voting:
 - 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 authorised signatory who are authorised to vote, to the Scrutinizer at the email id: scrutinizer.tci@vkbajajassociates.com. If they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
4. 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.
5. 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.
6. If any Votes are cast by the shareholders through the e-voting available during the E-AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. 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.

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 or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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:

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

1. The procedure for attending meeting & e-Voting on the day of the E-AGM is same as the instructions mentioned above for Remote 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 Remote 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 E-AGM.
1. Those shareholders who have not registered their e-mail address and mobile no. including address and bank details may please contact and update their details with the Depository Participant in case of shares held in demat form and 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 e-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 registered with

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the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by sending an email to einward.ris@kfintech.com.

3. Shareholders are 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 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. 5

Pursuant to Section 149, 150 & 152 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2) of the SEBI Listing Regulations, 2015, Mr. Vijay Sankar was appointed as a Non-Executive Independent Director for a term of five years with effect from 4th November, 2016. His term is expiring at the closing of business hours of 3rd November, 2021.

Accordingly, it is proposed to re-appoint him for a second term of five year with effect from 4th November, 2021.

Mr. Vijay Sankar is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act 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.

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

Mr. Vijay Sankar is independent of the management.

The terms and conditions of his re-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.

Mr. Vijay Sankar is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. The relatives of Mr. Vijay Sankar may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, 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.

In the opinion of the Board, Mr. Vijay Sankar fulfils the conditions specified in this Act for such re-appointment and considering his rich experience and expertise, and based upon the recommendation received from Compensation Nomination and Remuneration

Committee, the Board recommends the special resolution at item no. 5 for approval by the shareholders.

ITEM NO. 6

Based upon the recommendations of the Compensation / Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Vikrampati Singhania as Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of five years, with effect from 5th July, 2021, 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. Vikrampati Singhania 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 Member(s), proposing his candidature for the office of Directors.

Mr. Vikrampati Singhania 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 declaration from him that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and 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.

In the opinion of the Board, Mr Vikrampati Singhania fulfills the conditions specified in this Act for such an appointment and considering his rich experience and expertise, the Board recommends the special resolution at item no. 6 for approval by the shareholders.

ITEM NO. 7

The Members had, at the Annual General Meeting of the Company held on 4th November, 2016, 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 FY 2020-21.

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

NOTICE 26TH ANNUAL GENERAL MEETING

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 being sought pursuant to 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 FY 2021-22. 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. 7 of the accompanying Notice, since it relates to their respective remuneration.

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 of Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

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 Rs. 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. This is also to comply with the SEBI circular dated 26th November, 2018 which require that 25% of the incremental borrowings by a large corporate (as defined in that circular) during a financial year shall be met by way of issuance of debt securities in accordance with applicable SEBI regulations.

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 Rs. 200 Crores 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 Special Resolution at item No. 8 for approval by the shareholders.

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

**Archana Pandey
Company Secretary & Compliance Officer**

Place: Gurugram

Date: 25th May 2021

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 26TH ANNUAL GENERAL MEETING

A BRIEF PROFILE OF THE DIRECTORS TO BE APPOINTED / RE-APPOINTED

Particulars	Mr. D. P. Agarwal	Mr. S. N. Agarwal	Mr. Vijay Sankar	Mr. Vikrampati Singhania
Age	70	76	48	55
Qualifications	Graduate	MBA, Davenport College of Business, US	MBA, J.L. Kellogg Graduate School of Management, Northwestern University, USA	M.Com, Kanpur University MBA, Fuqua School of Business, Duke University, USA
Expertise in specific Functional Area*	He has been associated with the transport industry for more than 50 years and contributing in developing the unorganised logistics sector into an organised one.	Over 04 decades of rich experience in various industries including logistics. He also serves as the Chairman of Boruka Gases Ltd. & Boruka Power Corp Ltd.	Mr. Vijay Sankar is the Deputy Chairman of The Sanmar Group. As Deputy Chairman, he is responsible for the Group's operational management.	Mr. Singhania is a Director of JK Organisation, Managing Director of J.K. Fenner (India) Ltd, one 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.
Date of first appointment on the Board	11 th September, 1998	2 nd January, 1995	4 th November, 2016	5 th July, 2021
Directorship held in other Companies#	i. Jay Bharat Maruti Ltd. ii. TCI Express Ltd. iii. TCI Developers Ltd. iv. TCI Industries Ltd. v. Boruka Power Corp. Ltd.	i. Kirloskar Electric Company Ltd. ii. Boruka Agro Business Private Ltd. iii. Boruka Steel & Services Ltd. iv. Pharmed Ltd. v. Bhuruka Gases Ltd. vi. Boruka Power Corp. Ltd. vii. Boruka Cogen Power Pvt. Ltd. viii. Prabhu Structures Investment India Pvt. Ltd. ix. Bhuruka Gases Investments India Pvt. Ltd. x. Prabhu Structures Pvt. Ltd. ix. Bhuruka Power Investments India Pvt. Ltd.	i. Oriental Hotels Ltd. ii. The K C P Ltd. iii. Sanmar Consolidations Pvt. Ltd. iv. NS Family Consolidations Pvt. Ltd. v. SCL Consultancy & Trading Pvt. Ltd. vi. Barbourne Trading Pvt. Ltd. vii. Kaveri Retreats & Resorts Ltd. viii. Ns Family Investments Pvt. Ltd. ix. Sanmar Holdings Ltd. x. Stargate Enterprises Pvt. Ltd. xi. V S Trading & Consultancy Pvt. Ltd. xii. C Sankar Trading & Consultancy Pvt. Ltd. xiii. M Sankar Trading & Consultancy Pvt. Ltd.	i. JK Agri Genetics Ltd. ii. J.K. Fenner (India) Ltd. iii. Lumax Industries Ltd.
Memberships/ Chairmanships of committees of other companies	Jay Bharat Maruti Ltd. i. Audit Committee ii. Nomination & Remuneration Committee iii. Stakeholders' Relationship Committee** iv. CSR Committee** TCI Express Ltd. i. CSR Committee** ii. Nomination & Remuneration Committee TCI Developers Ltd. CSR Committee**	Kirloskar Electric Co. Ltd. i. Audit Committee ii. Nomination & Remuneration Committee** Bhoruka Power Corp. Ltd. i. CSR Committee** ii. Remuneration Committee	Oriental Hotels Ltd. i. Audit Management Committee** ii. CSR Committee** iii. Stakeholders' Relationship Committee** iv. Investment Committee** The K C P Ltd. i. Audit Committee ii. CSR Committee iii. Stakeholders' Relationship Committee iv. Nomination and Remuneration Committee v. Risk Management Committee vi. Innovation & Best Practices Committee vii. Finance Committee viii. Investment Committee Kaveri Retreats & Resorts Ltd. Audit Committee** Sanmar Holdings Ltd. CSR Committee**	JK Agri Genetics Ltd. i. Stakeholders' Relationship Committee ii. CSR Committee**

* 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.

Note: 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.

Corporate Information

Board of Directors

Mr. D P Agarwal
Chairman & Managing Director

Mr. Vineet Agarwal
Managing Director

Mr. S N Agarwal
Director

Mr. Ashish Bharat Ram
Director

Mr. Vijay Sankar
Director

Mr. S Madhavan
Director

Ms. Gita Nayyar
Director

Mr. Ravi Uppal
Director

Mr. Vikrampati Singhania
Additional Director

Ms. Urmila Agarwal
Director

Mr. Chandar Agarwal
Director

Other Information

Group CFO
Mr. Ashish Tiwari

Company Secretary
Ms. Archana Pandey

Statutory Auditors
M/s Brahmayya & Co,
Chartered Accountants

Registrar & Share Transfer Agent
KFin Technologies Private Ltd.
Karvy Selenium Tower B, Plot number 31
& 32, Financial District Gachibowli,
Hyderabad 500 032
Tel: +91 040 67161524
E - Mail : inward.ris@kfintech.com
Web: www.kfintech.com

Corporate Office
TCI House, 69, Institutional Area,
Sector 32, Gurugram - 122001
Tel: 0124-238 1603-07
Email: corporate@tcil.com
Website: www.tcil.com

Registered Office
Flat Nos. 306 & 307, 1-8-201 to 203,
3rd Floor, Ashoka Bhopal, Chambers,
SP Road, Secunderabad 500003
Tel: 040-278 40104

Corporate Identification No.
L70109TG1995PLC019116

Bankers
State Bank of India
HDFC Bank Ltd.
HSBC (Hongkong & Shanghai Banking
Corporation Ltd.)
ICICI Bank Ltd.
DBS Bank Ltd.
Axis Bank Ltd.

Ratings & Certifications
ISO 9001: 2008

ICRA
A1 + for Commercial Papers

CRISIL
AA/Stable Long Term Credit Facilities
AA/Stable Short Term Credit Facilities
A1+ (Reaffirmed) for Bank Guarantee

e-presence



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www.tcil.com



TCI's health and safety programme

www.tcisafesafar.com

 [tcisafesafar](https://www.instagram.com/tcisafesafar)



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TCI House, 69 Institutional Area

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