

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Tuesday, 2<sup>nd</sup> August, 2022 at 03:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business (es):

### ORDINARY BUSINESSES:

1. **To consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of Directors and Auditors thereon.**
2. **To declare a Final Dividend of ₹ 2/- per Equity Share for FY 2021-22**
3. **To appoint a Director in place of Mr. Chander Agarwal (DIN: 00818139), who retires by rotation and, being eligible, offers himself for re-appointment.**
4. **To appoint a Director in place of Ms. Urmila Agarwal (DIN: 00818165), who retires by rotation and, being eligible, offers herself for re-appointment.**
5. **To consider and re-appoint M/s Brahmayya & Co., Chartered Accountants, (Firm Registration Number 000511S), as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until conclusion of the 32<sup>nd</sup> Annual General Meeting and to fix their remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Brahmayya & Co., Chartered Accountants (Firm Registration Number 000511S), be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32<sup>nd</sup> AGM of the Company to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company (including Audit Committee of the Board) and the Statutory Auditors."

### SPECIAL BUSINESSES:

6. **To consider & approve related party transactions between TCI-CONCOR Multimodal Solutions Pvt. Ltd., a subsidiary company and Container Corporation of India Ltd.**

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 Regulation 23 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force), the Company's policy on Related Party Transactions and basis the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into/continue to enter into material Related Party Transactions as detailed in the explanatory statement to this Resolution (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), a subsidiary of the Company and Container Corporation of India Ltd. (CONCOR), a related party of TCI-CONCOR, whether by way of entering into new contract(s)/agreement(s)/arrangement(s)/ transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s)/agreement(s)/

arrangement(s)/transaction(s) or otherwise on such terms and conditions as the management of these Companies may deem fit, for the FY 2022-23 for an amount not exceeding ₹ 400 Crs.

**RESOLVED FURTHER THAT** the Board of Directors (including Audit Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things, as it may deem fit, at its absolute discretion and to take all such steps as may be required for the purpose of giving effect to this resolution."

7. **Amendment to the Employee Stock Option Plan - 2017**  
To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("the Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by any regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, and based on the recommendations of the Compensation/ Nomination and Remuneration Committee and the Board of Directors of the Company (collectively referred to as the "Board"), the approval of the Members be and is hereby accorded to amend & ratify the Employees Stock Option Plan-2017 ("ESOP-2017"), as formulated and approved by the members of the Company on 2<sup>nd</sup> August, 2017, in order to bring it in line with the requirements of SEBI (SBEB & SE) Regulations as detailed in the Explanatory Statement.

**RESOLVED FURTHER THAT** except for the revisions as detailed in Explanatory Statement, all other terms and conditions of the ESOP-2017, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the ESOP-2017, shall remain unaltered and continue to be in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revision in ESOP-2017 or to suspend, withdraw or revive the ESOP-2017, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the members of the Company."

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

### 8. Approval to extend the benefits under Employees Stock Option Plan 2017 to the employees of Subsidiary Companies of the Company

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

**“RESOLVED THAT** pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as ‘ESOP-2017’) to the present and future Employees/Directors of the existing/future Subsidiary Company(ies), from time to time, as contained in ESOP-2017, on such terms and conditions, as set out in ESOP-2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Compensation/Nomination and Remuneration Committee (collectively referred to as the “Board”), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary to the effective implementation and administration of ESOP-2017 and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

### 9. Approval to extend the benefits under Employees Stock Option Plan 2017 to the employees of Group Company(ies) including Associate Company(ies) of the Company

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

**“RESOLVED THAT** pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as ‘ESOP-2017’) to the present and future Employees/Directors of the existing/future Group Company(ies) including Associate Company(ies) from time to time as contained in ESOP-2017, on such terms and conditions, as set out in ESOP-2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Compensation/Nomination and Remuneration Committee (collectively referred to as the “Board”), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary to the effective implementation and administration of ESOP-2017 and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

### 10. 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, the 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 ₹200 Crores (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 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.”

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

Place : Gurugram

Date : 28<sup>th</sup> May, 2022

**Archana Pandey**  
Company Secretary & Compliance Officer

**Registered Office:**  
Flat Nos. 306 & 307, 1-8-201 to 203, 3<sup>rd</sup> Floor,  
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
Phone: +91 40 2784-0104, Email: [secretarial@tcil.com](mailto:secretarial@tcil.com)  
Website: [www.tcil.com](http://www.tcil.com), CIN: L70109TG1995PLC019116

#### NOTES:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular nos. 02/2021 and 21/2021 dated 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021 and General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- 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 (SEBI Listing Regulations) (as amended), read with aforesaid MCA circulars, the 27<sup>th</sup> AGM of the Company being conducted through Video Conferencing (VC) (hereinafter called as “E-AGM” or “AGM”).

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3. The Members can join the E-AGM in the VC/OAVM mode 30 minutes before 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 at least 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 E-AGM without restriction on account of first come first serve basis.
  4. 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.
  5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository 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 physical form.
  6. Pursuant to MCA Circular No. 14/2020 dated 8<sup>th</sup> 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.
  7. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send an email at [secretarial@tcil.com](mailto:secretarial@tcil.com) and [vasanth@ykbajajassociates.com](mailto:vasanth@ykbajajassociates.com), enclosing the certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
  8. The related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Businesses at Items 5 to 10 as set out above; to be transacted at the Meeting, is annexed hereto.
  9. 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 issued by Institute of Company Secretaries of India.
  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, 28<sup>th</sup> July, 2022 to Tuesday, 2<sup>nd</sup> August, 2022 (Both Days Inclusive).
  12. Members holding shares in electronic form may contact their respective DPs to register / update bank mandate.
  13. Members holding shares in physical form are requested to promptly notify in writing their bank account details/ any change therein or change in their address, nomination, e-mail address, mobile number, etc. in Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 along with requisite documents as mandated by SEBI, to RTA. These details will be updated provided other relevant KYC details are registered for the folio. Members holding shares in electronic form are requested to notify the change in above particulars directly to their DP. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website at <https://tcil.com/tcil/investors-faqs.html>
  14. 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 Ltd., Hyderabad, or at the Corporate Office of the Company for prompt redressal.
  16. Pursuant to Section 124 of the Act, the unclaimed final dividend for the year ended 31<sup>st</sup> March, 2015 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 6<sup>th</sup> September, 2022, 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 has 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/or any of the subsequent years, are requested to write to the Company Secretary at [secretarial@tcil.com](mailto:secretarial@tcil.com).
  17. 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 and transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. 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. Further, Members may please note that SEBI, vide its Circular dated 25<sup>th</sup> January, 2022, mandated 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; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at [www.tcil.com](http://www.tcil.com).
  18. 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.
  19. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the DPs. 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of E-voting agency NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  20. 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](mailto:secretarial@tcil.com).
  21. 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:

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

- I. To all Beneficial Owners in respect of shares held in dematerialized form: as per the data as may be made available by the National Securities Depository Ltd. ("NSDL") and the Central Depository Services (India) Ltd. ("CDSL"), collectively "Depositories", as of end of day on 27<sup>th</sup> July, 2022;
  - 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 of the close of business hours on 27<sup>th</sup> July, 2022.
- 22.** Pursuant to 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 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 upload 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 uploading at the website of RTA.
- A detailed intimation regarding TDS on dividend will be sent to shareholders on their registered Email IDs.
- 23.** Members seeking any information with regard to the financials or any matter to be placed at the AGM, are requested to write to the Company on or before 30<sup>th</sup> July, 2022 through email to [secretarial@tcil.com](mailto: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 Regulations and MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021 and 5<sup>th</sup> May, 2022, 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 NSDL 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 NSDL.

- 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 the 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. 27<sup>th</sup> July, 2022.
- III. The Scrutinizer, after scrutinizing the votes cast at 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](http://www.tcil.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges.

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

The remote e-voting period begins on Saturday, 30<sup>th</sup> July, 2022 at 09:00 A.M. and ends on Monday, 1<sup>st</sup> August, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27<sup>th</sup> July, 2022, may cast their vote electronically.

#### Details of process and manner for remote e-voting using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system


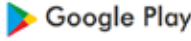


##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, 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.

Login method for Individual shareholders holding securities in demat mode is given below:



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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>A. NSDL IDeAS facility</p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser and type the following URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on "Access to e-voting" appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a>.</li> <li>b. 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>c. Please follow steps given in points 1-5</li> </ol> <p>B. <b>e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type 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 phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p>C. Shareholders/Members can also download NSDL mobile app "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their 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 Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>2. Once logged-in, you will be able to see the 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.</li> <li>3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol>

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

**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. NSDL and CDSL.**

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shares held with CDSL	Please CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) Shares held in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) Shares held in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) Shares held in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 120374 then user ID is 120374001***

6. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company i.e. 120374, to cast your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting, as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via e-mail at [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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](mailto:secretarial@tcil.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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](mailto:secretarial@tcil.com). If you are

an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com>. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@tcil.com](mailto:secretarial@tcil.com). The same will be replied by the Company suitably.

#### EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013 ("The Act")

As required under Section 102(1) of the Act, the following statement sets out material facts relating to the special business mentioned under Item Nos. 5 to 10 of this Notice.

#### ITEM NO. 5

The Members at the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company held on 2<sup>nd</sup> August, 2017, had approved the appointment of M/s Brahmayya & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office till the conclusion of the 27<sup>th</sup> AGM.

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

Based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28<sup>th</sup> May, 2022, proposed the re-appointment of M/s Brahmayya & Co., as the statutory auditors of the Company for a second tenure of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM of the Company to be held in the year 2027.

M/s Brahmayya & Co. have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors / Key Managerial Personnel (KMPs) and/or there relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

The Board commends the Resolution at Item No. 5 for approval by the Members.

### ITEM NO. 6

The members of the Company are hereby apprised that the Securities and Exchange Board of India ('SEBI'), vide its Circular dated 9<sup>th</sup> November, 2021 and 22<sup>nd</sup> November, 2021 has inter alia amended the SEBI Listing Regulations. In view of the aforesaid amendments, prior approval of the members of the Company is required for all material related party transactions to which subsidiary of the Company is a party (even if the Company is not a party to such transaction). Further, a transaction with a related party, undertaken by the listed entity and any of its subsidiaries, shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Cr or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), a Subsidiary of the Company, is a Joint venture between the Company and Container Corporation of India Ltd. (CONCOR) (a

public sector undertaking under the ownership of Indian Railways, Government of India) (holding 51% and 49% shareholding respectively). CONCOR is a Navratna Company and a market leader having the largest network of terminals. TCI CONCOR provides inland transport by rail. It also offers to its customers a reliable, efficient, cost effective & environment friendly multimodal Road – Rail Services that caters to all the logistics needs of the customers for any type of cargo.

During the course of rendering such services, TCI-CONCOR require support from the Company and CONCOR and enters into various transactions with CONCOR in the ordinary course of business in terms of the joint venture agreement. During the last three years, the quantum of transactions between TCI-CONCOR & CONCOR are as below:

Sl. No.	Financial Year	Amount (In Crs)	% of TCI-CONCOR's annual turnover
1	2021-22	226	75%
2	2020-21	251	78%
3	2019-20	141	75%

For FY 2022-23, the quantum of transactions between TCI-CONCOR & CONCOR is estimated at ₹. 400 Crs. which would exceed the limit of Materiality as defined under Regulation 23(1) of SEBI Listing Regulations and the policy of the Company on related party transactions. Therefore, the Company seeks approval of the members to approve the transactions as detailed above, to facilitate seamless contracting and rendering/availing of services between the TCI-CONCOR and CONCOR.

Other details of the transactions, pursuant to the SEBI circular No. SEBI/HO/CFD/CMD/CIRIP/2021/662 dated 22<sup>nd</sup> November, 2021 are given hereunder:

Sl. No.	Particulars	Remarks
1.	Name of Related Parties and its relationship	1. TCI-CONCOR, Subsidiary Company; 2. CONCOR, a Related party of the Subsidiary Company
2.	Details of Transaction	Operational day to day transactions involving any transfer of resource, services or obligations to meet the objectives/requirements of TCI-CONCOR, including rail/road transport, logistics services, leasing/renting of properties & containers, and such others services.
3.	Tenure of transaction	FY 2022-23
4.	Maximum amount of transaction for which approval is sought	₹ 400 Crs. (Rupees Four Hundred Crores Only)
5.	Pricing Criteria	Pricing is determined through bidding process of CONCOR, at prevailing market terms and on arms' length basis.
6.	Valuation Report, If any	All the transactions are at arm's length basis and in the ordinary course of business.
7.	The percentage of the TCI's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	14.5%
8.	The percentage of the TCI-CONCOR's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	132%





**NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)**

Sl. No.	Particulars	Remarks
9.	Justification	TCI-CONCOR and CONCOR have been entering into various related party transactions since last several years in order to avail synergy benefits. These transactions and collaborations with CONCOR have enabled TCI-CONCOR to emerge as one of the frontrunners of green logistics. These transactions will assist in pursuing growth opportunities for the subsidiary Company in line with its strategic objectives.
10.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	Not Applicable

The Audit Committee and Board of Directors of the Company and of the Subsidiary Company, on the basis of information provided hereinabove, have recommended/approved the above related party transaction(s).

In case of any material modification in the aforementioned transactions, the approval of members of the Company shall be taken in accordance with Policy on Related Party Transactions of the Company and the SEBI Listing Regulations, 2015.

The Board recommends the resolutions set out at above as an Ordinary Resolution to the shareholders for their approval.

Except Mr. Vineet Agarwal, Mr. Jasjit Singh Sethi and Mr. Ashish Kumar Tiwari, none of other Directors/KMPs and/or their relatives are, in anyway concerned or interested in the resolutions set out at Item No. 6

In terms of the provisions of the SEBI Listing Regulations, 2015, all related parties shall not vote to approve this resolution (irrespective of whether such related party is a party to the above transactions or not).

**ITEM NO. 7, 8 & 9**

The Company had implemented the Employee Stock Option Plan - 2017 ("ESOSP-2017"/ "the Scheme") to attract, retain, incentivise and motivate the eligible employees vide members' resolution dated 2<sup>nd</sup> August, 2017 and granted employee stock options ("Options") thereunder from time to time.

It may be noted that the Securities and Exchange Board of India ("SEBI") has notified the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") by repealing and merging the SEBI (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002 (collectively referred to as "erstwhile Regulations") with appropriate modifications. The SEBI SBEB & SE Regulations have come into force from 13<sup>th</sup> August, 2021. Thus, it is thought expedient to amend the ESOP-2017 with a view to align and comply with the requirements of the SEBI (SBEB & SE) Regulations.

The said proposal has been approved by the Compensation/Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 28<sup>th</sup> May, 2022. The features of the ESOP-2017 (except stated below) shall remain the same as last approved vide special resolution dated 2<sup>nd</sup> August, 2017 and are reproduced again in terms of SEBI (SBEB & SE) Regulations as under:

Sl. No.	Existing Provision	Proposed Provision
1	Not defined	<b>"Associate Company"</b> shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2	Not defined	<b>"Beneficiary or Nominee or legal heir"</b> means the person or persons, designated by the Option grantee, or in the absence of any designation by the Option grantee, a person or persons who is/are entitled by the will or probate of the option grantee to receive the benefits specified in the Plan, the legal heirs of the Option grantee, if the option grantee dies intestate and includes the Option grantee's executors or administrator, if no other beneficiary is designated and able to act under the circumstances and such other persons as may be added from time to time to the class of beneficiaries by notice in writing and by the nomination form in the exercise of any powers conferred under the Plan or any other agreements forming part thereof.
3	Not defined	<b>"Control"</b> shall have the same meaning as defined under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
4	Not defined	<b>"Director"</b> shall have the same meaning as defined under the Companies Act, 2013.

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Sl. No.	Existing Provision	Proposed Provision
5	<p><b>"Employee"</b> means-</p> <p>(i) A permanent Employee of the Company who has been working in India or outside India; or</p> <p>(ii) A Director of the Company, whether a whole time director or not but excluding an independent director; or</p> <p>(iii) An employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company, but does not include:</p> <p>a) An Employee who is a promoter or a person belonging to the promoter group; or</p> <p>b) A director who either himself or through his relative or through any- body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p>	<p><b>"Employee"</b> means-</p> <p>(i) An Employee as designated by the Company who has been working in India or outside India; or</p> <p>(ii) A Director of the Company, whether a whole time director or not including a non-executive director who is not a promoter or member of the promoter group but excluding an independent director; or</p> <p>(iii) An employee as defined in clause (i) or (ii), of a group Company including subsidiary or its associate Company, in India or outside India, or of a holding company of the Company but does not include:</p> <p>a) An Employee who is a promoter or a person belonging to the promoter group; or</p> <p>b) A director who either himself or through his relative or through any-body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p>
6	<p><b>"Grant Date"</b> means the date of meeting on which the Options are granted to an Employee by the Compensation/ Nomination and Remuneration Committee under the Plan.</p>	<p><b>"Grant Date"</b> means the date on which the Compensation/ Nomination and Remuneration Committee approves the grant.</p>
7	Not defined	<p><b>"Group"</b> means two or more companies which, directly or indirectly, are in a position to:</p> <p>(i) Exercise twenty-six per cent. or more of the voting rights in the other company; or</p> <p>(ii) Appoint more than fifty per cent. of the members of the Board of Directors in the other company; or</p> <p>(iii) Control the management or affairs of the other company;</p>
8	Not defined	<p><b>"Independent Director"</b> shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</p>
9	Not defined	<p><b>"Permanent Incapacity"</b> means any disability of whatsoever nature, be it physical, mental or otherwise, which incapacitates or prevents or handicaps a grantee from performing any specific job, work or task which the said Employee was capable of performing immediately before such disablement, as determined by the Compensation/Nomination &amp; Remuneration Committee, based on a certificate of medical expert identified by the Company.</p>
10	Not defined	<p><b>"Promoter" and "Promoter Group"</b> shall have the same meaning as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p>
11	Not defined	<p><b>"Subsidiary Company"</b> shall have the same meaning as defined under the Companies Act, 2013</p>
12	<p>In the event of <b>death of an Employee</b> while in employment with the Company, all the options granted to him till such date shall vest in the beneficiary of the deceased Employee on that day. All the unvested options granted to the Employee shall continue to vest in beneficiary of the deceased Employee notwithstanding the condition of continued employment but subject to all other conditions pursuant to Plan or any other condition specifically waived by the Compensation/ Nomination and Remuneration Committee (such as performance condition, etc.). The beneficiary of the deceased Employee can Exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause shall stand automatically terminated without any liability to the employing entity/ Company.</p>	<p><b>In the event of death of an Employee</b> while in employment with the Company, all the options granted to him till such date shall vest in the beneficiary of the deceased Employee on that day. The beneficiary of the deceased Employee can exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 9.5 shall stand automatically terminated without any liability to the employing entity/ Company.</p>



NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

Sl. No.	Existing Provision	Proposed Provision
13	In the event of <b>Permanent Disability</b> of an Employee, all the Options granted to him till such date of permanent incapacitation and lying unexercised shall Vest in him on that day. The Employee can Exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause shall stand automatically terminated without any liability to the employing entity/ Company.	In the event of <b>Permanent Disability</b> of an Employee, all the Options granted to him till such date of permanent incapacitation and lying unexercised shall Vest in him on that day. The Employee can exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 9.5 shall stand automatically terminated without any liability to the employing entity/ Company.
14	In the event of <b>Termination</b> of the Employment due to misconduct of an Employee, all options granted shall stand terminated, with immediate effect unless otherwise determined by the Committee, whose determination will be final and binding. The Committee, at its sole discretion shall decide the date of termination of a Grantee, and such decision shall be binding on all concerned.	In the event of <b>Termination</b> of the Employment due to misconduct of an Employee, all options granted shall stand terminated, with immediate effect unless otherwise determined by the Committee, whose determination will be final and binding. The Committee, at its sole discretion shall decide the date of termination of a Grantee, and such decision shall be binding on all concerned.
15	Each Employee under the Plan may nominate, from time to time, any Beneficiary or Beneficiaries to whom any benefit under the Plan is to be delivered in case of his or her death before he receives all of such benefit. Each such nomination shall revoke all prior nominations by the same Employee, shall be in a form prescribed by the Company and will be effective only when filed by the Employee in writing with the Company during the Employee's lifetime.	Each Employee under the Plan, at the time of Grant shall designate nominee(s) in the manner as may be prescribed by the Company time to time to whom any benefit under the Plan is to be delivered in case of his or her death. The Grantee may nominate fresh beneficiary. Each such fresh nomination shall revoke all prior nominations.

**Rationale for amendment in ESOP-2017**

- The amendments are proposed to be undertaken in order to comply with SEBI (SBEB & SE) Regulations and make corresponding changes in the ESOP Scheme and inter alia to extend the benefits of ESOP-2017 to the present and future employees/Directors of the existing/future Group Company(ies) including Associate Company(ies).
- The proposed scheme also contains certain editorial changes.
- The proposed amendments are not detrimental to the interest of the current grantees of the Company.

**Details pursuant of Part C of Schedule – I of SEBI (SBEB & SE) Regulations**

Disclosure made under Explanatory Statement of Notice dated 16<sup>th</sup> May, 2017 for 22<sup>nd</sup> AGM are same except for following:

**1. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)**

- An Employee, as designated by the Company, who has been working in India or outside India; or
- A Director of the Company, whether a whole time director or not including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- An employee as defined in clause (i) or (ii) of a group Company including subsidiary or its associate Company, in India or outside India, or of a holding company of the Company but does not include:
  - An Employee who is a promoter or a person belonging to the promoter group; or
  - A director who either himself or through his relative or through any-body corporate, directly

or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**2. Period of lock-in**

The equity shares arising out of exercise of Vested Options will not be subject to any lock - in period after such exercise.

A draft of the revised ESOP-2017 including proposed amendments will be made available electronically.

None of Directors/KMPs and/or their relatives are concerned or interested in the resolution set out at Item Nos. 7, 8 & 9 of the Notice except to the extent of the stock options that may be granted to them under ESOP-2017.

The Board recommends the Special Resolutions set out at Item Nos. 7, 8 & 9 of the Notice for approval by the Members.

**ITEM NO. 10**

In order to give the Company flexibility to manage its borrowing program, the Company proposes to pass a suitable resolution enabling 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. 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

## NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

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 / KMPs at the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Directors recommends the Special Resolution at item No. 10 for approval by the shareholders.

Place : Gurugram  
Date : 28<sup>th</sup> May, 2022

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

**Archana Pandey**  
Company Secretary & Compliance Officer

**Registered Office:**  
Flat Nos. 306 & 307, 1-8-201 to 203, 3<sup>rd</sup> Floor,  
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
Phone: +91 40 2784-0104, Email: [secretarial@tcil.com](mailto:secretarial@tcil.com)  
Website: [www.tcil.com](http://www.tcil.com), CIN: L70109TG1995PLC019116



NOTICE 27<sup>TH</sup> ANNUAL GENERAL MEETING (Contd.)

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

<b>Particulars</b>	<b>Mr. Chander Agarwal</b>	<b>Ms. Urmila Agarwal</b>
Age	43	69
Qualifications	Mr. Chander Agarwal is holder of bachelor's degree in Business Administration from USA and has completed prestigious 'Owner President Management Program' (OPM) at Harvard Business School.	Graduate
No. of equity shares held in the Company	18,34,262	18,50,591
Expertise in specific Functional Area*	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.	Over two decades of expertise and knowledge about the garment manufacturing sector
Date of first appointment on the Board	21 <sup>st</sup> September, 2006	01 <sup>st</sup> November 2012
Directorship held in other Companies <sup>#</sup>	i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI Properties (West) Ltd. iv. TCI Infrastructure Ltd. v. Gloxinia Farms Pvt. Ltd. vi. TCI Apex-Pal Hospitality India Pvt. Ltd.	i. Boruka Supply Chain Solutions Holdings Ltd. ii. Boruka Express Consolidated Ltd. iii. TDL Real Estate Holdings Ltd.
Memberships/ Chairmanships of committees of other companies	<b>TCI Developers Ltd.</b> i. Stakeholders' Relationship Committee <b>TCI Express Ltd.</b> i. Risk Management Committee ii. CSR Committee iii. Share Transfer Committee	Nil
Name of Listed Companies from which the Director has resigned in the past three years	Nil	Nil
Relationship with other directors/Key Managerial Personnel	Related to Mr. DP Agarwal, Chairman & Managing Director, Mr. Vineet Agarwal, Managing Director and Mrs. Urmila Agarwal, Director	Related to Mr. DP Agarwal, Chairman & Managing Director, Mr. Vineet Agarwal, Managing Director and Mr. Chander Agarwal, Director

\* Please refer Company's website [www.tcil.com](http://www.tcil.com) for detailed profile of the directors.

<sup>#</sup>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, please refer to the Corporate Governance Report which is a part of this Annual Report.