

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Company will be held on Monday, 31st July 2023 at 10:00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business(es):

ORDINARY BUSINESSSES:

1. To consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March 2023 together with the Reports of Directors and Auditors thereon.
2. To declare a Final Dividend of ₹ 2/- per Equity Share, if any for FY 2022-23.
3. To appoint a Director in place of Mr. D P Agarwal (DIN: 00084105), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. S N Agarwal (DIN: 00111187), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESSSES:

5. **Re-appointment of Mr. D P Agarwal as Chairman & Managing Director**

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 2(78), 196, 197 and 203 of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Compensation/Nomination and Remuneration Committee and the Board of Directors, the Company hereby approves re-appointment of Mr. D P Agarwal (DIN: 00084105) as Chairman & Managing Director for a period of 5 (five) years with effect from 1st August 2023, liable to retire by rotation, upon the terms and conditions as set out in the explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with the liberty to the Board of Directors to alter and vary terms and conditions of said re-appointment in such manner as may be agreed between the Board and Mr. D P Agarwal.

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

6. **Re-appointment of Mr. Vineet Agarwal as Managing Director**

To consider and, if thought fit, to pass, with or without

modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 2(54), 2(78), 196, 197 and 203 of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Compensation/Nomination and Remuneration Committee and the Board of Directors, the Company hereby approves re-appointment of Mr. Vineet Agarwal (DIN: 00380300) as Managing Director for a period of 5 (five) years with effect from 1st July 2023, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, upon the terms and conditions as set out in the explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with the liberty to the Board of Directors to alter and vary terms and conditions of said re-appointment in such manner as may be agreed between the Board and Mr. Vineet Agarwal.

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

7. **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, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time by making offer(s) or invitation(s) to subscribe or issuance of redeemable Non-Convertible Debentures (NCD)/Bonds/Other similar instruments, whether secured or unsecured, on a private

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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 BoardFor **Transport Corporation of India Ltd.****ARCHANA PANDEY**

Place: Gurugram Company Secretary & Compliance Officer
Date: 18th May 2023 Membership No. 23884

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:

- Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 followed by Circular No. 2/2022, 10/2022 dated 5th May 2022 and 28th December, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and (hereinafter referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 28th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC")/ other audio visual means ("OAVM") (hereinafter called as "E-AGM" or "AGM"). 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 from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI Listing Regulations"), read with aforesaid MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 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 atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation/Nomination and Remuneration Committee and Stakeholders' Relationship Committee and the Auditors etc. who are allowed to attend the E-AGM without restriction on account of first come first served basis.
- The attendance of members attending the E-AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum for the AGM as per Section 103 of the Act.
- To support the 'Green Initiative', Members who have not yet registered their email addresses 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 the physical form.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM, the facility for the appointment of proxies by the Members will not be available. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Board of Directors of the Company has appointed Mr. V K Bajaj, Practicing Company Secretary as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner. Post receiving the Scrutinizer's report, the Company shall communicate the voting results within two working days from the conclusion of the Meeting to the Stock Exchanges. The results declared along with the Scrutinizer's report shall be placed on the website of

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the Company www.tcil.com and on the website of CDSL www.evotingindia.com.

8. Corporate Members of the Company are encouraged to attend the AGM through their Authorized Representatives through VC. They are requested to send an email at vasanth@vkbajajassociates.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.
9. The related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Businesses at Item Nos. 5 to 7 as set out above; to be transacted at the Meeting is annexed hereto.
10. 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.
11. Since the AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.
12. The Share Transfer Books and the Register of Members shall remain closed from Wednesday, 26th July 2023 to Monday, 31st July 2023 (Both Days Inclusive).
13. Members holding shares in electronic form may contact their respective Depository Participants to register/update bank mandate.
14. SEBI, vide its Circular dated 3rd November 2021, as amended from time to time, had made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. The timeline provided by SEBI to furnish/ update the above details is 30th September 2023. Folios wherein any one of the above mentioned details are not registered by 1st October 2023 shall be frozen. Members who are yet to update their KYC details are therefore urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by submitting the prescribed forms duly filled, by email from their registered email id to einward.ris@kfintech.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to Registrar and Share Transfer Agent (RTA), KFin Technologies Ltd. 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 www.tcil.com.
15. The Members are requested to address all their communications to the RTA or to the Company for prompt redressal.
16. Pursuant to Section 124 of the Act, the unclaimed interim dividend for the FY 2016-17 will be transferred to the "Investor Education and Protection Fund" (IEPF) on expiry of 7 years

from the date of transfer to the unclaimed dividend account. It may be noted that after the expiry of the said period of 7 years i.e. on 11th December 2023, 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 Dividend for the said financial year and any of subsequent years are requested to write to the Company Secretary of the Company at secretarial@tcil.com.

17. As per Regulation 40 of the SEBI Listing Regulations, the securities of the listed companies can be transferred only in the dematerialized form and transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

Further, Members may please note that SEBI vide its Circular dated 25th January 2022 has mandated the listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; 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.

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 aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). In view of the said MCA Circulars, the Company has published a notice on Wednesday, 21st June 2023 in Financial Express (English Language) and Nava Telangana (Vernacular Language) inter-alia, advising the Shareholders whose e-mail address are not registered with the Company or the Depository Participant(s), as the case may be, to register their e-mail address. The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. at

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www.bseindia.com and www.nseindia.com and on the website of E-voting agency; CDSL at www.evotingindia.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 of the Company at archana.pandey@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:
- 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 CDSL, collectively "Depositories", as of end of day on Tuesday, 25th July 2023;
 - 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 Tuesday, 25th July 2023.
- 22.** Pursuant to the Finance Act, 2020, dividend income will be 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 the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com.

- 23.** Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write

to the Company on or before 28th July 2023 through email to archana.pandey@tcil.com.

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

The remote e-voting period begins on Friday, 28th July 2023 at 09:00 A.M. and ends on Sunday, 30th July 2023 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, 25th July 2023, may cast their vote electronically. 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. Tuesday, 25th July 2023.

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

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 28th July 2023 at 09:00 A.M. and ends on 30th July 2023 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th July 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility of remote e-voting to its members. The details of the process and manner of e-voting are explained hereinbelow.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, relevant links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email ID as registered in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at the link https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 (DP)	<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 abovementioned website.

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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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 022-4886 7000 and 022-2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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 Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact Company/RTA.
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For Physical shareholders and other than individual shareholders holding shares in Demat.

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 folio number in the Dividend Bank details field.
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- (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 the Transport Corporation of India Ltd.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians– For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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- 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer @ vasanth@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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. The shareholders who have queries may send their queries latest by 28th July 2023 mentioning their name, demat

account number/folio number, email id, mobile number @ archana.pandey@tcil.com. These queries will be replied by the Company suitably by email.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders will be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 1. For Physical Shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to RTA.
- 2. For Demat Shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Ltd., 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 toll free no. 1800 22 55 33.

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 businesses mentioned under Item Nos. 5 to 7 of this Notice.

ITEM NO. 5

Pursuant to the recommendations of the Compensation/ Nomination and Remuneration Committee, the Board of Directors at their meeting held on 18th May 2023 have re-appointed Mr. D P Agarwal (DIN: 00084105) as Chairman & Managing Director with effect from 1st August 2023 for a period of 5 years. The principal terms and conditions of re-appointment of

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Mr. D P Agarwal as Chairman & Managing Director inter alia contain the following:

- I. Subject to supervision and control of the Board of Directors of the Company, Mr. D P Agarwal, Chairman & Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- II. **Period of Agreement:** 5 years effective from 1st August 2023.
- III. **Remuneration:**
 - a. **Basic Salary:** ₹ 45 Lakhs per month (in the range of ₹ 45 Lakhs to ₹ 1 Crore per month with the liberty to the Board or Committee thereof, in its absolute discretion to fix basis salary and annual increment within the above range).
 - b. **Commission:** @ 2% of the net profit.
 - c. **Perquisite and other allowances:**
 - i. **Housing:** Furnished/unfurnished residential accommodation or house rent allowance as may be applicable. Expenses incurred on gas, electricity, water and furniture etc. shall be valued as per Income Tax Rules.
 - ii. **Medical reimbursement/allowance:** Reimbursement of actual expenses for self and family and/or allowances will be paid as per the rules of the Company.
 - iii. **Leave travel concession/allowance:** For self and family in accordance with the rules of the Company.
 - iv. **Club Fees:** Fee payable subject to the rules of the Company.
 - v. **Personal accident insurance:** As per the rules of the Company.
 - vi. **Provision of driver/allowance for driver's salary:** As per the rules of the Company.
 - vii. **Company car and telephone:** Expenses in relation to use Company car and telephone for official purpose.
 - viii. Any other expenses incurred/reimbursed not specifically included hereinabove.
 - d. **Other benefits:**
 - i. **Earned/privilege leave:** As per the rules of the Company.
 - ii. **Company's contribution to provident fund and superannuation fund:** As per the rules of the Company.
 - iii. **Gratuity:** As per the rules of the Company.
 - iv. **Encashment of leave:** As per the rules of the Company.

The aggregate of the salary, commission, perquisite and allowances and other benefits taken together in respect of payment to Mr. D P Agarwal shall always be subject to the compliance with applicable statutory requirements.

- IV. **Termination:** The Company or Mr. D P Agarwal shall be entitled at any time to terminate this appointment by giving six months written notice or by any shorter notice as may be mutually agreed to, by both the parties. If any time, he ceases to be a Director of the Company for any cause whatsoever, the appointment shall forthwith be terminated.
- V. **Duties:** Mr. D P Agarwal shall perform such duties as may, from time to time, be entrusted to him, subject to the superintendence and control of the Board of Directors.
- VI. **Minimum Remuneration:** Notwithstanding the foregoing, if in any financial year during the currency of the tenure of Mr. D P Agarwal, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Act.
- VII. **Overall Remuneration:** The remuneration payable to Mr. D P Agarwal, in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the Act, as may be prescribed from time to time.

Mr. D P Agarwal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as Chairman & Managing Director of the Company.

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.

Except Mr. S N Agarwal, Ms. Urmila Agarwal, Mr. Vineet Agarwal and Mr. Chander Agarwal being related to Mr. D P Agarwal and Mr. D P Agarwal himself, no other Director and/or Key Managerial Personnel (KMP) or relatives of Director and/or KMP are interested/concerned in this resolution.

The Board of Directors of your Company recommends this resolution for your approval as a Special Resolution.

ITEM NO. 6

Pursuant to recommendation of the Compensation/ Nomination and Remuneration Committee, the Board of Directors at their meeting held on 18th May 2023 have re-appointed Mr. Vineet Agarwal (DIN: 00380300) as Managing Director with effect from

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1st July 2023 for a period of 5 years. The principal terms and conditions of re-appointment of Mr. Vineet Agarwal as Managing Director inter alia contain the following:

- I. Subject to supervision and control of the Board of Directors of the Company, Mr. Vineet Agarwal, Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- II. **Period of Agreement:** 5 years effective from 1st July 2023.
- III. **Remuneration:**
 - a. **Basic Salary:** ₹ 40 Lakhs per month (in the range of ₹ 40 Lakhs to ₹ 1 Crore per month with the liberty to the Board or Committee thereof, in its absolute discretion to fix basis salary and annual increment within the above range).
 - b. **Commission:** @ 2% of the net profit.
 - c. **Perquisite and other allowances:**
 - i. **Housing:** Furnished/unfurnished residential accommodation or house rent allowance as may be applicable. Expenses incurred on gas, electricity, water and furniture etc. shall be valued as per Income Tax Rules.
 - ii. **Medical reimbursement/allowance:** Reimbursement of actual expenses for self and family and/or allowances will be paid as per the rules of the Company.
 - iii. **Leave travel concession/allowance:** For self and family in accordance with the rules of the Company.
 - iv. **Club Fees:** Fee payable subject to the rules of the Company.
 - v. **Personal accident insurance:** As per the rules of the Company.
 - vi. **Provision of driver/allowance for driver's salary:** As per the rules of the Company.
 - vii. **Company car and telephone:** Expenses in relation to use Company car and telephone for official purpose.
 - viii. Any other expenses incurred/reimbursed not specifically included hereinabove.
 - d. **Other benefits:**
 - i. **Earned/privilege leave:** As per the rules of the Company.
 - ii. **Company's contribution to provident fund and superannuation fund:** As per the rules of the Company.
 - iii. **Gratuity:** As per the rules of the Company.
 - iv. **Encashment of leave:** As per the rules of the Company.

The aggregate of the salary, commission, perquisite and allowances and other benefits taken together in respect of payment to Mr. Vineet Agarwal shall always be subject to the compliance with applicable statutory requirements.

- IV. **Termination:** The Company or Mr. Vineet Agarwal shall be entitled at any time to terminate this appointment by giving six months written notice or by any shorter notice as may be mutually agreed to, by both the parties. If any time, he ceases to be a Director of the Company for any cause whatsoever, the appointment shall forthwith be terminated.
- V. **Duties:** Mr. Vineet Agarwal shall perform such duties as may, from time to time, be entrusted to him, subject to the superintendence and control of the Board of Directors.
- VI. **Minimum Remuneration:** Notwithstanding the foregoing, if in any financial year during the currency of the tenure of Mr. Vineet Agarwal, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Act.
- VII. **Overall Remuneration:** The remuneration payable to Mr. Vineet Agarwal, in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the Act, as may be prescribed from time to time.

The Company has, in terms of Section 160 of the Act, received in writing, notice from a Member, proposing his candidature for the office of Director. Mr. Vineet Agarwal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as Managing Director of the Company.

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.

Except Mr. D P Agarwal, Ms. Urmila Agarwal and Mr. Chander Agarwal being related to Mr. Vineet Agarwal and Mr. Vineet Agarwal himself, no other Director and/or KMP or relatives of Director and/or KMP are interested / concerned in this resolution.

The Board of Directors of your Company recommends this resolution for your approval as a Special Resolution.

ITEM NO. 7

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

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

In terms of the provisions of Section 42 of the Act as amended from time to time, a Company offering or making an invitation to subscribe to NCDs/ Bonds/ Other similar instruments on a private placement basis, is required to obtain prior approval of its Members by way of a Special Resolution. Accordingly, it is hereby proposed to seek an approval from 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 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 and/or KMPs of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise in this resolution.

The Board of Directors of your Company recommends this resolution for your approval as a Special Resolution.

By Order of the Board

For **Transport Corporation of India Ltd.**

ARCHANA PANDEY

Place: Gurugram

Company Secretary & Compliance Officer

Date: 18th May 2023

Membership No. 23884

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

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM

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

Particulars	Mr. D P Agarwal	Mr. S N Agarwal	Mr. Vineet Agarwal
Age	72 Years	78 Years	50 Years
Qualifications	Graduate	MBA, Davenport College of Business, US	BSC from Carnegie Mellon University
No. of equity shares held in the Company	828,628	-	3,043,980
Expertise in specific Functional Area*	He has been associated with the transport industry for more than 50 years and contributing in developing the unorganized logistics sector into an organized one.	Over four decades of rich experience in various industries including logistics. He also serves as the Chairman of Boruka Gases Ltd. & Boruka Power Corporation Ltd.	He has been associated with TCI since 1996 and actively transforming the organization towards value- added services in the area of supply chain management and multimodal logistics. He is also Ex-President of ASSOCHAM.
Date of first appointment on the Board	11 th September 1998	2 nd January 1995	18 th June 1998
Directorship held in other Companies[#]	i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI Industries Ltd. iv. Jay Bharat Maruti Ltd. v. Indo Rama Synthetics (India) Ltd. vi. Boruka Power Corporation Ltd.	i. Kirloskar Electric Co. Ltd. ii. Pharmed Ltd. iii. Boruka Gases Ltd. iv. Boruka Power Corporation Ltd. v. Boruka Agro Business Pvt. Ltd. vi. Boruka Cogen Power Pvt. Ltd. vii. Prabhu Structures Investment India Pvt. Ltd. viii. Boruka Gases Investments India Pvt. Ltd. ix. Prabhu Structures Pvt. Ltd. x. Boruka Power Investments India Pvt. Ltd. xi. Boruka Speciality Gases Pvt. Ltd.	i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI-CONCOR Multimodal Solutions Pvt. Ltd. iv. Somany Ceramics Ltd. v. TCI Cold Chain Solutions Ltd. vi. Loglabs ventures Pvt. Ltd. vii. Gloxinia Farms Pvt. Ltd. viii. Transystem Logistics International Pvt. Ltd. ix. The Associated Chambers of Commerce and Industry of India
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 v. Risk Management Committee TCI Express Ltd. i. Nomination & Remuneration Committee ii. CSR Committee Indo Rama Synthetics (India) Ltd. i. Audit Committee ii. Risk Management Committee iii. Banking and Finance Committee TCI Developers Ltd. i. CSR Committee	Kirloskar Electric Company Ltd. i. Audit Committee ii. Nomination & Remuneration Committee Bhoruka Power Corporation Ltd. i. Corporate Social Responsibility Committee ii. Remuneration Committee	TCI Express Ltd. i. Audit Committee ii. Share Transfer Committee iii. Stakeholders' Relationship Committee TCI Developers Ltd. i. Audit Committee ii. Nomination & Remuneration Committee iii. Stakeholders' Relationship Committee iv. Share Transfer Committee Somany Ceramics Ltd. i. Audit Committee ii. Risk Management Committee

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Particulars	Mr. D P Agarwal	Mr. S N Agarwal	Mr. Vineet Agarwal
Name of Listed Companies from which the Director has resigned in the past three years	Nil	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	Related to Ms. Urmila Agarwal, Director, Mr. Chander Agarwal, Director and Mr. Vineet Agarwal, Managing Director	Related to Mr. D P Agarwal, Chairman & Managing Director	Related to Mr. D P Agarwal, Chairman & Managing Director, Ms. Urmila Agarwal, Director, Mr. Chander Agarwal, Director

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

Excluding Foreign Companies and Section 8 Companies.

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.