

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 137<sup>TH</sup> MEETING OF BOARD OF DIRECTORS OF TRANSPORT CORPORATION OF INDIA LTD HELD ON MONDAY, 30<sup>TH</sup> OCTOBER 2023 AT 12:00 NOON AT TCI HOUSE, 69, INSTITUTIONAL AREA, SECTOR-32, GURUGRAM-122 001 AND THROUGH VIDEO CONFERENCING**

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**TO CONSIDER AND APPROVE THE DRAFT SCHEME OF AMALGAMATION AMONGST TCI VENTURES LIMITED, STRATSOL LOGISTICS PRIVATE LIMITED, AND TRANSPORT CORPORATION OF INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, BASED UPON THE RECOMMENDATIONS OF THE AUDIT COMMITTEE**

**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time, and in accordance with the provisions of the Memorandum of Association of the Company, and subject to the sanction by the National Company Law Tribunal ("**Tribunal**") and subject to approval of the respective Boards of Wholly Owned Subsidiary/Step-down Wholly owned Subsidiary and subject to such terms and conditions and modification(s), as may be imposed, prescribed or suggested by the appropriate authorities and subject to such other approvals, consents, permissions, and/or sanctions of any appropriate authority, body or institution and subject to the approval of the shareholders and creditors of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to the Scheme of Amalgamation whereby TCI Ventures Limited, Wholly owned Subsidiary ("**Transferor Company-1**") and Stratsol Logistics Private Limited, Step-down Wholly owned Subsidiary ("**Transferor Company-2**") be amalgamated with Transport Corporation of India Limited ("**Transferee Company**") from the Appointed date i.e., April 1, 2023.

**RESOLVED FURTHER THAT** the meeting(s) of the shareholders and/ or creditors of the Company, if directed by the Tribunal, be convened on a day and at a time as directed by the Tribunal, for the purpose of approving the Scheme of Amalgamation.

**RESOLVED FURTHER THAT** the certificate issued by M/s Brahmayya & Co., Chartered Accountants, Statutory Auditors of the Company certifying the accounting treatment contained in the draft Scheme is in compliance with all accounting standards, as placed before the Board, and initialed by the Chairman for the purposes of identification, be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the report of the Audit Committee dated 30<sup>th</sup> October, 2023, recommending the draft Scheme, taking into consideration, inter alia, the aforesaid certificate from Statutory Auditors, as placed before the Board be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal, Managing Director, Mr. Ashish Kumar Tiwari, Group CFO, Ms. Archana Pandey, Company Secretary & Compliance Officer and Mr. Rajesh Dhyani GM- Finance ('Authorized Signatories') of the Company be and are hereby severally authorized to do the following for and on behalf of the Company:

- (a)** To sign and execute all applications, petitions, affidavits, Vakalatnama, forms, undertakings, resolutions, and any other documents/ submissions relating to the Scheme of Amalgamation;
- (b)** To sign and execute the report referred to under Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the compromise on the key managerial personnel, promoter, and non-promoter shareholders;
- (c)** To file application and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme of Amalgamation;

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**Transport Corporation of India Limited**

Corporate Office : TCI House, 69, Institutional Area, Sector-32, Gurugram - 122001, Haryana (India)

Ph. No.: +91 124-2381603, Fax: +91 124-2381611 E-mail : corporate@tcil.com Web : www.tcil.com

Regd. Office:- Flat Nos. 306 & 307, I-8-271 to 273, Third Floor, Ashoka Bhopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

Tel: +91 40 27840104 Fax: +91 40 27840163

CIN : L70109TG1995PLC019116

- (d)** To conduct the meetings of the shareholders and/or the creditors of the Company, signing and sending the notices and carry out all such other activities in relation to the meeting, if the same is not dispensed by the Tribunal;
- (e)** To file petition for sanction of the Scheme of Amalgamation;
- (f)** To obtain approval from such other authorities and parties including the statutory authorities, creditors, lenders, shareholders, etc. as may be considered necessary, to the Scheme of Amalgamation;
- (g)** To file necessary deeds, documents, papers and submit or cause to be submitted necessary explanations, clarification and submissions before the Regional Director, Registrar of Companies, Official Liquidator, Income Tax Department, Stock Exchanges, Securities and Exchange Board of India and other authorities, as may be applicable and as and when required;
- (h)** To appoint any consultants, advocates, Company Secretary, Chartered Accountant and other professional, as may be required from time to time;
- (i)** To declare and file all pleadings, reports and sign and issue public advertisements and notices, for the above purpose;
- (j)** To authorize any person to represent the Company before the Registrar of Companies, Regional Director, Official Liquidator, Tribunal, and any other statutory authority, as and when required;
- (k)** To make any alterations / changes to the Scheme as may be expedient or necessary, which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central Government or the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable;
- (l)** To settle any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to the Scheme and this resolution;
- (m)** To accept services of notices or other process which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;
- (n)** To produce all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- (o)** To sign and issue consent letters/ affidavits in the capacity of a shareholder and/ or creditor, with regard to the Scheme of Amalgamation;
- (p)** To obtain copy of the order sanctioning the Scheme of Amalgamation and filing it with the Registrar of Companies.
- (q)** To pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;
- (r)** To ratify the action already taken by the executives/Officers of the Company in this regard;
- (s)** To delegate authority to another person(s) by a valid power of attorney or other appropriate authorizations;

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- (t) To approve withdrawal (and where applicable, re- filing) of the Scheme of Amalgamation at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme of Amalgamation or any condition suggested, required or imposed, whether by any shareholder, creditor, Tribunal and/ or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise; and
- (u) To do all such acts, deeds, matters and things, whatsoever, as may be necessary and proper to give effect to the above resolutions.

**RESOLVED FURTHER THAT** in accordance with the various SEBI circulars dated November 30, 2015, March 10, 2017, and June 20, 2023, and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modifications, re-enactment, or amendments thereof, the aforesaid Scheme of Amalgamation shall be filed with the stock exchanges, where the shares of the Company are listed, for the limited purpose of disclosure only.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary, as per the provisions of Articles of Association of the Company and in presence of any one of the above Authorized Persons and that the Common Seal be moved from the registered office, if required.

**RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

**Certified True Copy**

For **Transport Corporation of India Limited**

**Archana Pandey**

**Company Secretary & Compliance Officer**

**Date:** October 30, 2023

**Place:** Gurugram

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