



TCI INDUSTRIES LIMITED

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Ref. No.: TCIIL/BSE/013/25-26

June 06, 2025

Electronic Filing

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Security ID: TCIIND; **Security Code:** 532262.

Sub.: Notice of 60th Annual General Meeting, Book Closure and E-Voting information.

Ma'am/Dear Sir,

We would like to inform your esteemed Exchange that the **60th Annual General Meeting** (AGM) of the Company is scheduled to be held on Monday, **June 30, 2025** at **11:00 a.m.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Accordingly, we are enclosing herewith Notice of the 60th Annual General Meeting of the Company scheduled to be held on June 30, 2025.

Further, in compliance with the **Reg. 36** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and in accordance with the relevant circulars issued by the MCA & SEBI, the 60th Annual Report including Notice of the AGM has been sent today i.e. on June 06, 2025 only in electronic mode to Members whose e-mail IDs are registered with the Company or the Depositories;

Further, in compliance with the **Reg. 42** of the Listing Regulations, this is to inform you that the register of Members and Share Transfer Books of the Company will remain closed from June 23, 2025 to June 30, 2025 (both days inclusive) for the purpose of AGM.

Further, in compliance with the **Reg. 44** of the Listing Regulations, the Company has provided the remote e-Voting facility to all its Members as on the cut-off date of June 23, 2025. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-Voting facility. The remote e-voting facility shall commence on June 27, 2025 from 9:00 AM (IST) and end on June 29, 2025 at 5:00 PM (IST).

The Exchange is hereby requested to take note of and disseminate the same on its website.

Thanking You,
For **TCI Industries Limited**

Amit A. Chavan
Company Secretary & Compliance Officer

Encl.: As above.

NOTICE

Notice is hereby given that the **SIXTIETH ANNUAL GENERAL MEETING** (AGM) of the Members of **TCI INDUSTRIES LIMITED** will be held on Monday, the 30th day of June, 2025 at 11:00 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM), to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Shri Ashish Agarwal (DIN: 00351824), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Shri Ashish Agarwal (DIN: 00351824), who retires by rotation at this meeting and being eligible for re-appointment and has offered himself, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Shri Utsav Agarwal (DIN: 03444844), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Shri Utsav Agarwal (DIN: 03444844), who retires by rotation at this meeting and being eligible for re-appointment and has offered himself, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **To appoint Shri Jagdish Chandra Sharma (DIN: 01191608) as an Independent Director of the Company**

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Shri Jagdish Chandra Sharma (DIN: 01191608), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from May 09, 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a Member signifying his intention to propose Shri Sharma's candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years effective from May 09, 2025 to May 08, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To appoint Shri Sujan Sinha (DIN: 02033322) as an Independent Director of the Company

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Shri Sujan Sinha (DIN: 02033322), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from May 09, 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a Member signifying his intention to propose Shri Sinha’s candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years effective from May 09, 2025 to May 08, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered

necessary, desirable or expedient to give effect to this resolution.”

6. To re-appoint Shri Sunil K. Warerkar (DIN: 02088830) as a Whole-time Director, designated as Executive Director of the Company

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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to re-appoint Shri Sunil K. Warerkar (holding DIN: 02088830) as a Whole-time Director, designated as ‘Executive Director’ of the Company, for a further period of 3 (Three) years with effect from April 01, 2025 on the following terms and conditions and other terms and conditions as set out in the appointment letter approved by the Board, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit:

- (a) Basic Salary: Rs. 2,08,333/- per month.
- (b) House Rent Allowance: Rs. 1,04,167/- per month.
- (c) Reimbursable Perquisites: Rs. 37,500/- per month.
- (d) Other Allowances: Rs. 3,50,000/- per month.
- (e) Social Security Benefits:
 1. Contribution to Provident Fund @ 12% of the Basic Salary.
 2. Gratuity: As per the Company’s Policy.
- (f) Reimbursements: Rs. 15,000/- per month.
- (g) Other Additional Benefits – as per the Rules of the Company.

1. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.
2. Provision for chauffeur driven Company maintained car for use on Company's business will be provided.

(h) Entitled for a cash Bonus of Rs. 150 lakhs ("Performance Bonus"), if the Company during the appointment period is able to monetize its property situated at N. A. Sawant Marg, Colaba, Mumbai, in any manner, or part thereof, payable from the funds received from the monetization of the property. In the instance of unfortunate event of demise during the tenure of service, then the same shall be payable to legal heir(s).

The same shall be applicable and effective during the entire tenure of directorship and subsequent re-appointments, if any.

- (i) Entitled for lump sum payment of Rs. 75 lakhs which will accrue at the end of the tenure of three years or earlier if the Company is able to monetise the property or otherwise before the end of three years tenure in a manner whereby Company will not require his services for the remaining period of three years. In the instance of unfortunate event of his demise during the tenure of his service, before the monetisation, then the same shall be payable to his legal heir(s) pro rata for part of the tenure served. In the instance of unfortunate event of his demise during the tenure of his service after the monetisation of the property, the said entire lump sum amount shall be payable to his legal heir(s).
- (j) Entitled for receipt of annual remuneration for the residual period of three years of tenure at Rs. 90 lakhs per year or pro rata for part of the year, as the case may be, which will accrue and payable if the Company is able to monetise the property or otherwise before the end of three years tenure in a manner whereby Company will not require his services for the remaining period of three years. The said amount of remuneration, if has accrued & become payable to him but before it is paid to

him, in the instance of unfortunate event of his demise, will be paid to his legal heir(s).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Sunil K. Warekar, as Executive Director, the remuneration including perquisites set out as aforesaid be paid or granted to him as minimum remuneration.

RESOLVED FURTHER THAT Dr. Ashok Kumar Agarwal and Shri Ashish Agarwal, Directors of the Company be and are hereby severally authorised to do all such acts and things and deal with all such matters and take all such steps and execute all such papers / forms / documents as may be necessary for giving effect to the above resolution."

NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force) and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars, SEBI Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 60th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.

3. The Company has appointed National Securities Depository Limited to provide Video Conferencing facility for the AGM and the attendance enablers for conducting of the AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at jainchandانبala@gmail.com with a copy marked to Company at tcil@mtnl.net.in
6. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tcil.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Friday, June 27, 2025 at 9:00 AM and ends on Sunday, June 29, 2025 at 5:00 PM. 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. June 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being June 23, 2025.

How do I vote electronically 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 December 9, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. 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 & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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 & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. 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 & voting during the meeting.

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
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.com or call at 022 - 4886 7000
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. 1800-21-09911

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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares 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) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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. a .pdf file. Open the .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**

6. 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.
- b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically and join Annual 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 for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General 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 by e-mail to jainchandanbala@gmail.com or tcimtnl.net.in with a copy marked to evoting@nsdl.com. 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 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com
11. **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 tcimtnl.net.in.
 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 tcimtnl.net.in. If you are an Individual shareholder 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, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. 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 tcj@mtnl.net.in. The same will be replied by the company suitably.
12. **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 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.
13. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**
1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.
 14. The Company is sending through email, the Annual Report including Notice of AGM to the shareholders whose name is recorded as on Friday, May 30, 2025 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes Member of the Company after Friday, May 30, 2025 being the date reckoned for the dispatch of the Annual Report and who hold shares as on the cut-off date i.e. June 23, 2025, may obtain the User Id and password by approaching the NSDL or Company.
 15. Mrs. Chandanbala O. Mehta, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 16. The Scrutinizer's decision on the validity of the vote shall be final.
 17. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.

18. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith within two working days of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
19. The Results declared along with the consolidated report of the Scrutinizer shall be hosted on the website of the Company www.tciil.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
20. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

21. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence.
22. The shares of the Company have been dematerialized (ISIN No. INE920B01019) and presently traded in electronic form.
23. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, June 23, 2025 to Monday, June 30, 2025 (both days inclusive).
24. The members are requested to note that the Company's Registrar and Share Transfer Agent (RTA) is **Bigshare Services Private Limited, Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E), Mumbai 400 093**. The members are requested to lodge their shares for transmission, splitting, consolidation etc. directly to them. The members are also requested to register their e-mail ID with their depositories and / or with the RTA.
25. Pursuant to the amendments carried out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 01, 2019, except in case of transmission or transposition of securities, request for effecting transfer of shares shall not be processed unless the securities are held in the dematerialized form with a depository.
26. Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022:
- i. It is mandatory for all the listed companies to issue the securities in dematerialized form only while processing the following service request viz. issue of duplicate securities certificate, Claim from unclaimed suspense account, Renewal/ Exchange of Securities certificate, endorsement, sub-division/consolidation of securities certificate, transmission & Transposition.
 - ii. The securities holder/ claimant shall give the above said requests in Form ISR-4 along with documents/details specified therein to the RTA;
 - iii. The RTA shall verify & process the service requests and thereafter RTA shall issue a 'Letter of Confirmation' within 30 days.
 - iv. Thereafter, within 120 days from the date of the issuance of Letter of Confirmation, the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.
 - v. In case of failure to submit the demat request within the aforesaid period, the RTA shall credit the securities to the Suspense Escrow Demat Account of the Company.

The Members are requested to take note of the above and make investor service requests accordingly.

For detailed information & requirements, kindly refer to the above said SEBI circular or you may contact the RTA of the Company.

27. The SEBI vide its Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has simplified the norms for furnishing PAN, KYC details and Nomination, by deciding to do away with provision of requiring the freezing of folios without PAN, KYC details and Nomination for all holders of physical securities.

However, physical shareholders are requested to keep their respective folio(s) updated with the PAN, KYC details and Nomination for various reasons viz. to get the communication from the Company on the present address, useful in case of transmission (if any), for receiving payment of dividend (if any declared by the Company).

are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to tcimtnl.net.in.

By Order of the Board
For **TCI Industries Limited**

Amit A. Chavan
Company Secretary &
Compliance Officer
M. No. A38369

Place : Mumbai
Date : May 09, 2025

28. The shares of the Company are at present listed on the BSE Limited.
29. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 4

To appoint Shri Jagdish Chandra Sharma (DIN: 01191608) as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, the Board of Directors of the Company in their Meeting held on May 09, 2025, had appointed Mr. Jagdish Chandra Sharma, as an Additional Director, designated as Non-Executive Independent Director of the Company with effect from May 09, 2025 to hold office for a first term of five consecutive years, not liable to retire by rotation.

In accordance with the provisions of Section 161 of Companies Act, 2013 (the Act), Mr. Sharma shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a first term upto five years.

In the opinion of the Board, Mr. Jagdish Chandra Sharma fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Sharma's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Company has received all statutory disclosures / declarations from Mr. Sharma, including the following:

- a. Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Appointment Rules");
- b. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- d. A declaration to the effect he has registered himself with the Indian Institute of Corporate Affairs for inclusion of his name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e. A declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Mr. Sharma fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature to the office of Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Mr. Jagdish Chandra Sharma as a Non-Executive Independent Director of the Company for the first term of 5 (five) years effective from May 09, 2025 to May 08, 2030 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Mr. Sharma will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board/Committee(s) as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings.

A copy of the draft letter for the appointment of the above Director as Independent Director setting out the terms and conditions would be available for inspection on the website of the Company at www.tciil.in

Disclosures as required under Regulation 36(3) of the Listing Regulations read with Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India are annexed to this Notice.

Save and except Mr. Sharma and his relatives are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 4 of the Notice for the approval of the Members.

Item No. 5

To appoint Shri Sujan Sinha (DIN: 02033322) as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, the Board of Directors of the Company in their Meeting held on May 09, 2025, had appointed Mr. Sujan Sinha, as an Additional Director, designated as Non-Executive Independent Director of the Company with effect from May 09, 2025 to hold office for a first term of five consecutive years, not liable to retire by rotation.

In accordance with the provisions of Section 161 of Companies Act, 2013 (the Act), Mr. Sinha shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a first term upto five years.

In the opinion of the Board, Mr. Sujan Sinha fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Sinha's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Company has received all statutory disclosures / declarations from Mr. Sujan Sinha, including the following:

- a. Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Appointment Rules");
- b. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- c. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- d. A declaration to the effect he has registered himself with the Indian Institute of Corporate Affairs for inclusion of his name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e. A declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Mr. Sinha fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature to the office of Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Mr. Sujan Sinha as a Non-Executive Independent Director of the Company for the first term of

5 (five) years effective from May 09, 2025 to May 08, 2030 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Mr. Sinha will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board/Committee(s) as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings.

A copy of the draft letter for the appointment of the above Director as Independent Director setting out the terms and conditions would be available for inspection on the website of the Company at www.tciil.in

Disclosures as required under Regulation 36(3) of the Listing Regulations read with Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India are annexed to this Notice.

Save and except Mr. Sinha and his relatives are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 5 of the Notice for the approval of the Members.

Item No. 6

To re-appoint Shri Sunil K. Warkerkar (DIN: 02088830) as a Whole-time Director, designated as Executive Director of the Company

The Board, after deliberations in its Meeting held on January 15, 2025 and on the basis of recommendation of the Nomination & Remuneration Committee vide its meeting held on same date before Board Meeting and subject to approval of Shareholders, has approved the appointment and remuneration of Mr. Sunil K. Warkerkar as a Whole-time Director designated as 'Executive Director' of the Company for a further period of 3 (three) years with effect from April 01, 2025 to March 31, 2028 upon the terms and conditions and remuneration payable as set out in the resolution, subject to such other approval as may be required by law.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Shri Sunil K. Warkerkar as a Whole-time Director, designated as

Executive Director of the Company, in terms of the provisions of the Act.

The information as required by second proviso of sub-clause (IV) of sub-paragraph (1) of Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:

The following additional information as required by the Companies Act, 2013:

I. GENERAL INFORMATION:

- i) Nature of Industry:** Services.
- ii) Date or expected date of commencement of commercial production:** Company is already in operation.
- iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- iv) Financial Performance based on given indicators:** As per Audited financial results for the year ended March 31, 2025, the Loss after tax is Rs. 224.03 lakhs for the year.
- v) Foreign Investments or collaborations, if any:** There are no foreign investments or collaborations in the Company except NRIs/ FIIs holding shares in the Company in the ordinary course.

II. INFORMATION ABOUT THE APPOINTEE:

- i) Background details:** Mr. Sunil K. Warkerkar is working with the Company since April 2004. Initially serving as President, he was subsequently appointed as Whole-time Director, designated as Executive Director, on April 01, 2012. An alumnus of the University of Mumbai, Mr. Warkerkar holds a Bachelor's degree in Commerce. With more than 40 years of experience, he has built an impressive career across various organizations, holding key positions such as GM (Projects & Finance), VP (Projects & Finance), President, and Executive Director. His expertise spans diverse domains, including project planning, financial management, legal and commercial matters, and labor relations. Throughout his tenure, Mr. Warkerkar has been instrumental in resolving complex legal issues concerning Company property and ensuring its protection.

His substantial efforts and contributions have consistently added value to the Company's operations and growth.

- ii) **Past remuneration:** His last drawn salary was around Rs. 1,47,72,000/- (Rupees One Crore Forty Seven Lakhs Seventy Two Thousand only) per annum. It includes bonus of Rs. 75 lakhs, which is payable at the end of three years of his tenure i.e. in March 2025.
- iii) **Recognition or awards:** Nil
- iv) **Job profile and his suitability:** As a Whole-time Director of the Company, his continuous association with the Company in his position and looking at his vast experience, would be highly beneficial to the Company. He shall have control of the whole of the affairs of the Company.
- v) **Remuneration proposed:** As mentioned in the Resolution.
- vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** The Remuneration payable to Shri Sunil K. Warkerkar is commensurate with respect to Industry, size of the Company and his profile.
- vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:** Mr. Sunil K. Warkerkar is Whole-time Director designated as Executive Director and thus receives remuneration. He does not have any other pecuniary relationship with the Company, except the shares held by him in his personal capacity, as disclosed hereinbelow.

III. OTHER INFORMATION:

- i) **Reasons of loss or inadequate profits:** The Company has not been able to put its property to use due to litigations which are pending and is incurring expenses in that respect and continues to incur other fixed expenses. Even though the Income from rendering services by providing space for temporary use at the

Company's property for film shooting, TV Serials, advertisements and various events increased substantially during the year as compared to the previous year, the same was not sufficient to meet the expenses which were higher during the year due to substantial increase in expenditure on repairs and maintenance of buildings/structures for safety & usability as also provision of Bonus payable to Executive Director, Mr. Sunil K. Warkerkar, at the end of his three years tenure, thereby resulting in higher loss, despite increase in revenue.

- ii) **Steps taken or proposed to be taken for improvement:** Effective steps are being taken to increase income from services by increasing revenue from existing market segments and developing new market segments as can be seen from the increased revenue in the year under review. By making constant efforts in increasing the market reach & by making more areas available for use, the Company is positively looking forward to start making profit in near future.
- iii) **Expected increase in productivity and profits in measurable terms:** It is difficult to make any estimates regarding increase in productivity and profits in measurable terms considering the nature of business of providing services of temporary use of Company's property.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI are annexed to this Notice.

Save and except Shri Sunil K. Warkerkar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 6 of the Notice for the approval of the Members.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Annual General Meeting as per regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings

Name of the Director	Shri Ashish Agarwal	Shri Utsav Agarwal	Shri Jagdish Chandra Sharma
Director Identification Number (DIN)	00351824	03444844	01191608
Age	46 Years	40 Years	66 Years
Nationality	Indian	Indian	Indian
Date of Appointment	31/01/2005	15/05/2013	09/05/2025
Qualifications	Shri Ashish Agarwal graduated from Columbia University with a B. A. in Economics.	Mr. Utsav Agarwal has a major in Industrial Engineering and minor in Business Administration from Bradley University, Peoria Illinois, USA	Shri Jagdish Chandra Sharma holds a degree in Bachelor of Commerce (Honors) from St. Xavier's College, Kolkata. He is a qualified Chartered Accountant and Company Secretary.
Expertise in specific Functional Areas	He has more than 15 years of experience in various industries including logistics, infrastructure, financial services, consumer goods and real estate. He is the Managing Director of ABC India Ltd., a BSE listed Logistics Service Provider. He is also involved in four consumer businesses. He cofounded Gusto Imports, a wine import company and also helped start La Bodega, an award-winning Mexican restaurant, in Delhi.	He heads Bhoruka Fabcons Private Limited which is into aluminium machining. His work experience ranges from consulting, start-ups, manufacturing and investment banking (M&A). He spent about 3 years working in the financial derivative sector after completing undergraduate studies. He has been a part of CII – Yi, Bangalore Chapter since 2011 and it was this drive of doing something for the country that led him to start the Yi chapter in Mysore in July 2014. He is the current Chairman of the CII-Yi, Mysore Chapter.	He was the Vice Chairman and Managing Director of Sobha Limited a real estate player in the country. In his long stint with Sobha since 2001 till March 2022, Mr. Sharma has ably steered the company to become one of the most respected and trusted real estate brands in India. His vast knowledge of the Indian real estate sector makes him a thought leader par-excellence. He is an eminent speaker featuring regularly at some of the top industry platforms. He is actively involved with industry bodies such as CREDAI, CII and FICCI. Mr. Sharma's efforts are directed towards bringing positive change in the Indian real estate sector. He advocates the adoption of best practices for a healthy real estate ecosystem.

TCI INDUSTRIES LIMITED

Name of the Director	Shri Ashish Agarwal	Shri Utsav Agarwal	Shri Jagdish Chandra Sharma
Skills & Capabilities	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Financial Management & Economics 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Business Administration 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Real Estate Industry Expertise • Corporate Governance & Compliance • Financial Acumen
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed to be paid	Not Applicable	Not Applicable	Sitting fees will be paid for attending Board/Committee Meetings as approved by the Board.
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of Board attended during the year	04	05	N.A.
Directorships Held in other listed Companies in India	1. ABC India Limited	NIL	NIL
Listed entities from which resigned in the past three years	NIL	NIL	1. Sobha Limited
Committee position held in other Companies	NIL	NIL	NIL
No. of Shares held in the company	25438	3980	NIL

Note: Above mentioned Directors are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Name of the Director	Shri Sujan Sinha	Shri Sunil K. Warekar
Director Identification Number	02033322	02088830
Age	66 Years	69 Years
Nationality	Indian	Indian
Date of Appointment	09/05/2025	01/04/2012
Qualifications	Shri Sujan Sinha holds a degree in Bachelor of Geology from Calcutta (Kolkata) University.	Shri Sunil Warekar holds a degree in Bachelor of Commerce from University of Mumbai.
Expertise in specific Functional Areas	Mr. Sujan Sinha, is a senior finance professional, with more than 3½ decades in the industry, having worked for banks and NBFCs, primarily in the retail field. He spent more than 14 years with State Bank of India, gaining considerable experience in branch banking, personnel administration as well foreign exchange dealings. In 1996, he joined the east-India headquartered Usha Martin group, in their 50:50 JV with Sumitomo Corporation, Japan. From there he moved to UTI Bank (later renamed as Axis Bank) in November 1998. It was in Axis Bank that Mr. Sinha set up and assumed charge of the retail lending business of the Bank and was a very crucial member of the core team that was at the centre of Axis Bank gaining a reputation as one of the fastest growing banks in the country at that time.	He is working with the Company since April 2004. Initially serving as President, he was subsequently appointed as Whole-time Director, designated as Executive Director, on April 01, 2012. With more than 40 years of experience, he has built an impressive career across various organizations, holding key positions such as GM (Projects & Finance), VP (Projects & Finance), President, and Executive Director. His expertise spans diverse domains, including project planning, financial management, legal and commercial matters, and labor relations. Throughout his tenure, Mr. Warekar has been instrumental in resolving complex legal issues concerning Company property and ensuring its protection. His substantial efforts and contributions have consistently added value to the Company's operations and growth.
Skills & Capabilities	<ul style="list-style-type: none"> • Banking & Financial Management • Leadership & Strategic Management • Business Strategy, Brand Building and Leadership • Corporate & Industry Engagement 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Project Planning & Execution • Financial Management • Legal & Commercial Acumen • Risk Management
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Rs. 1.48 crore
Remuneration proposed to be paid	Sitting fees will be paid for attending Board/ Committee Meetings as approved by the Board.	Please refer resolution at Item No. 6 of the Notice convening 60 th Annual General Meeting on June 30, 2025 read with explanatory statement thereto.

TCI INDUSTRIES LIMITED

Name of the Director	Shri Sujan Sinha	Shri Sunil K. Warerkar
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of Board attended during the year	N.A.	6
Directorships Held in other listed Companies in India	1. Mangal Credit and Fincorp Limited 2. Transcorp International Limited	NIL
Listed entities from which resigned in the past three years	NIL	NIL
Committee position held in other Companies	Transcorp International Limited • Audit Committee – Member • Nomination & Remuneration Committee – Chairman • Corporate Social Responsibility Committee - Member	NIL
No. of Shares held in the company	NIL	31

Note: Above mentioned Directors are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.