



TCI INDUSTRIES LIMITED

Tel. : 022-2282 2340/5581
Telefax : 022-2282 5561
E-mail : tci@mtnl.net.in
Web : www.tciil.in

Ref. No.: TCIIL/BSE/014/23-24

June 26, 2023

Electronic Filing

To,

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

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

Sub.: Notice of 58th Annual General Meeting, Book Closure and E-Voting information.

Ma'am/Dear Sir,

We would like to inform your esteemed Exchange that the **58th Annual General Meeting** (AGM) of the Company is scheduled to be held on Friday, **July 21, 2023** 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 58th Annual General Meeting of the Company scheduled to be held on July 21, 2023.

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 58th Annual Report including Notice of the AGM has been sent today i.e. on June 26, 2023 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 July 14, 2023 to July 21, 2023 (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 July 14, 2023. 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 July 18, 2023 from 9:00 AM (IST) and end on July 20, 2023 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 **FIFTY EIGHTH ANNUAL GENERAL MEETING** (AGM) of the Members of **TCI INDUSTRIES LIMITED** will be held on Friday, the 21st day of July, 2023 at 11:00 AM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 issued by Ministry of Corporate Affairs (MCA Circulars), 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 Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended on that date 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 Dharmal Agarwal (DIN: 00084105), 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, with or without modification(s), 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, Mr. Dharmal Agarwal (DIN: 00084105), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, 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 Vikas Agarwal (DIN: 00052738), 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, with or without modification(s), 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, Shri Vikas Agarwal (DIN: 00052738), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. 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, with or without modification(s) 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, Shri Utsav Agarwal (DIN: 03444844), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

5. **To appoint Shri Navneet Kumar Saraf (DIN: 00035686) 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, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Navneet Kumar Saraf (DIN: 00035686), who has been appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from August 26, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member and who holds office as such upto the date of ensuing 58th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from August 26, 2022 till August 25, 2027.

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.”

NOTES

1. In view of the impact of COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 & SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, May 13, 2022 & January 05, 2023 respectively, issued by the Securities and Exchange Board of India (collectively referred as “SEBI Circulars”), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio-visual means (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 58th 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 Meeting 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 tcimtnl.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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the 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 venue voting on the date of the 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.tciil.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 Tuesday, July 18, 2023 at 9:00 A.M. and ends on Thursday, July 20, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The

Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 14, 2023, 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 July 14, 2023.

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. 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. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>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: 20px; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 user your existing my easi username & password. 2. 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. 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 & 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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

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

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

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 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 General 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 tcj@mtnl.net.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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.co.in
- 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 tcj@mtnl.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 tcj@mtnl.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.co.in 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.

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.
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 tcil@mtnl.net.in. The same will be replied by the company suitably.
14. The Company is sending through email, the Annual Report including Notice of AGM to the shareholders whose name is recorded as on Friday, June 23, 2023 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, June 23, 2023 being the date reckoned for the dispatch of the Annual Report and who hold shares as on the cut-off date i.e. July 14, 2023, 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 Name of the Company has been changed from Transport Corporation of India Limited to TCI Industries Limited w.e.f. 29/01/1999.
 24. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 14, 2023 to Friday, July 21, 2023 (both days inclusive).
 25. 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.
 26. 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.

27. 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.
- ii. The folios wherein any one of the above cited document/details are not available on or after October 01, 2023, will be frozen by the RTA.
- iii. The RTA shall revert the frozen folios to normal status upon receipt of all the required documents/details.
- Members holding shares in physical form are requested to take note of the above and update the PAN, KYC details and Nominations for your corresponding folios on or before September 30, 2023.
- For detailed information & requirements, kindly refer to the above said SEBI circular or you may contact the RTA of the Company.
29. The shares of the Company are at present listed on the BSE Limited.
30. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business mentioned in the accompanying Notice is annexed hereto.
31. 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 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.

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.

28. Pursuant to the SEBI Circulars Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/ 655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023:

- i. It is mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and specimen signature for their corresponding folio numbers.

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

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

Place: Mumbai
Date: May 23, 2023

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**Item No. 5:****To appoint Shri Navneet Kumar Saraf (DIN: 01763975) as an Independent Director**

The Board of Directors of the Company had appointed Mr. Navneet Kumar Saraf as an Additional Director of the Company in the capacity of Independent Director with effect from August 26, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013 (the Act), Mr. Saraf shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. Mr. Saraf has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Navneet Kumar Saraf fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his

appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Saraf's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 26, 2022.

In terms of Sections 160, 149 and 152 of the Act, the Nomination Remuneration Committee and the Board of Directors of the Company in their respective Meetings held on May 23, 2023, have recommended the appointment of Mr. Saraf as an Independent Director of the Company for a period of five years effective from August 26, 2022 to August 25, 2027.

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

A brief profile of Mr. Saraf, including nature of his expertise, are provided as Annexure to this Notice.

The Board recommends the Resolution for appointment of the Independent Director at item no. 5 of this Notice as a Special Resolution for your approval.

Mr. Navneet Kumar Saraf is concerned or interested in the resolution of the accompanying notice relating to his own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof are interested or concerned, financially or otherwise, in the resolution.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information regarding appointment and re-appointment of Director

Name of the Director	Shri Dharmpal Agarwal	Shri Vikas Agarwal	Shri Utsav Agarwal	Shri Navneet Kumar Saraf
Director Identification Number	00084105	00052738	03444844	00035686
Age	72 Years	50 Years	38 Years	45 Years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	03/05/1972	13/03/1999	15/05/2013	26/08/2022
Qualifications	Mr. Dharmpal Agarwal is a Graduate.	Shri Vikas Agarwal is a Bachelor of Science in Industrial Management & Economics from Carnegie Mellon University, Pittsburgh, USA.	Mr. Utsav Agarwal has a major in Industrial Engineering and minor in Business Administration from Bradley University, Peoria Illinois, USA	Mr. Navneet Kumar Saraf is a Bachelor in Mechanical Engineering from the University of Manchester, UK. Also completed the Owner President Management Program (OPM) from Harvard Business School.
Expertise in specific Functional Areas	He is the Chairman and Managing Director of Transport Corporation of India Limited. Mr. Agarwal has been associated with transport & logistics industry for more than 54 years. He has been contributing towards developing the unorganized logistics sector into an organized one. Mr. Agarwal through TCI Foundation has initiated many social and philanthropic activities for common good in the areas of HIV/AIDS, Education, Sports and Skilling. He is also an active member of several other Trusts and philanthropic organisations.	He is the first-generation entrepreneur and the Founder – Director of Boruka Classic Finance Pvt Ltd. He has also founded a Telecom Company which is into building of Active and Passive Telecom Infrastructure for wireline and wireless Communication. He has over 20 years of extensive experience in the fields of Textiles, Telecom, Finance and Real estate and also holds directorships in some unlisted companies in these sectors.	He heads Boruka 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.	In 2000, he founded Technosoft Engineering Projects Ltd which spearheads the Group's foray into Engineering Design services and Technosoft has grown over the years into a company employing more than 500 engineers and providing value added engineering services to the Industrial Machinery, Automotive and Oil and gas verticals across the world. He has also led Technosoft to acquire several companies in USA and Canada. He has also been instrumental in leading the diversification of the Group and development of international markets in USA, Canada, Europe, Australia and New Zealand.
Skills & Capabilities	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Industry Knowledge 	<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 • Strategic Planning • Research & Innovation

TCI INDUSTRIES LIMITED

Remuneration last drawn (including sitting fees, if any)	NIL	NIL	NIL	Rs. 0.40 lakhs (sitting fess during the F.Y. 2022-23)
Remuneration proposed to be paid	Not Applicable	Not Applicable	Not Applicable	Sitting fees will be paid for attending Board/ Committee Meetings as approved by the Board in its Meeting held on November 03, 2014
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Mahendra Agarwal & Mr. Ashok Kumar Agarwal and not related to any other Director / 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	4	5	5	2
Directorships Held in other listed Companies in India	<ol style="list-style-type: none"> 1. Transport Corporation of India Limited 2. Jay Bharat Maruti Limited 3. TCI Developers Limited 4. TCI Express Limited 5. Indo Rama Synthetics (India) Limited 	NIL	NIL	<ol style="list-style-type: none"> 1. Technocraft Industries (India) Limited
Committee position held in other Companies	<p>Jay Bharat Maruti Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Stakeholders' Relationship Committee – Member 3. Nomination and Remuneration Committee – Member 4. Corporate Social Responsibility Committee – Member <p>Transport Corporation of India Limited:</p> <ol style="list-style-type: none"> 5. Corporate Social Responsibility Committee – Member 6. Share Transfer Committee - Chairman 	NIL	NIL	NIL

	TCI Express Limited 7. Nomination and Remuneration Committee - Member 8. Corporate Social Responsibility Committee - Chairman Indo Rama Synthetics (India) Limited 9. Audit Committee - Member 10. Risk Management Committee - Member 11. Banking & Finance Committee - Member			
No. of Shares held in the company	15700	NIL	3980	NIL