



TCI INDUSTRIES LIMITED

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Ref. No.: TCIL/BSE/021/22-23

July 16, 2022

Electronic Filing

To,

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

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

Sub.: Notice of 57th Annual General Meeting, Book Closure and E-Voting information.

Ma'am/Dear Sir,

We would like to inform your esteemed Exchange that the **57th Annual General Meeting** (AGM) of the Company is scheduled to be held on Wednesday, **August 10, 2022** 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 57th Annual General Meeting of the Company scheduled to be held on August 10, 2022.

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 57th Annual Report including Notice of the AGM has been sent today i.e. on July 16, 2022 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 August 03, 2022 to August 10, 2022 (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 August 03, 2022. 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 August 07, 2022 from 9:00 AM (IST) and end on August 09, 2022 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 SEVENTH ANNUAL GENERAL MEETING (AGM)** of the Members of **TCI INDUSTRIES LIMITED** will be held on Wednesday, the **10th day of August, 2022 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 and 02/2022 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, 2022 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, 2022 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 Dr. Ashok Kumar Agarwal (DIN: 01237294), 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, Dr. Ashok Kumar Agarwal (DIN: 01237294), 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 Siddhartha Agarwal (DIN: 00225871), 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 Siddhartha Agarwal (DIN: 00225871), 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 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, 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 Ashish Agarwal (DIN: 00351824), 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."

5. To re-appoint M/s. V. Singhi & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

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

"RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. V. Singhi & Associates, Chartered Accountants, having Firm registration No. 311017E be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 57th Annual General Meeting till the conclusion of the 62nd Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the account of the Company."

SPECIAL BUSINESS

6. To re-appoint Smt. Anuradha Bhalla (DIN: 01763975) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 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, Smt. Anuradha Bhalla (DIN: 01763975), who holds office of Independent Director up to the conclusion of forthcoming 57th Annual General Meeting and who has submitted a declaration that she 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 in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Smt. Bhalla’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion of 57th AGM to be held in the year 2022 till the conclusion of the 62nd AGM to be held in the year 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.”

7. To re-appoint Shri Sunil K. Warekar (DIN: 02088830) as a Whole-time Director, designated as Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of 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), the approval of the Members of the Company be and is hereby accorded to re-appoint Shri Sunil K. Warekar (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, 2022 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. 1,75,000/- per month.
- (b) House Rent Allowance: Rs. 75,000/- per month.
- (c) Reimbursable Perquisites: Rs. 35,583/- per month.
- (d) Other Allowances: Rs. 3,00,000/- 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. 10,000/- 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 as a special case 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. 75 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. Warerkar, as Executive Director, the remuneration including perquisites set out as aforesaid be paid or granted to him as minimum remuneration.

RESOLVED FURTHER THAT Shri Mahendra 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 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. In view of the outbreak of the 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. 02/2022 dated May 05, 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 dated May 12, 2020 & May 13, 2022 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 57th 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 jainchandarbala@gmail.com with a copy marked to Company at tci@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) 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 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 Sunday, August 07, 2022 at 9:00 A.M. and ends on Tuesday, August 09, 2022 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. August 03, 2022, 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 August 03, 2022.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
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.

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

4. Your User ID details are given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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***

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

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 tci@mtnl.net.in with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 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 tc@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 tc@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 tcimtnl.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, July 08, 2022 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, July 08, 2022 being the date reckoned for the dispatch of the Annual Report and who hold shares as on the cut-off date i.e. August 03, 2022, 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 Wednesday, August 03, 2022 to Wednesday, August 10, 2022 (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 Regulations 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. Members holding shares in physical form and who has not updated their PAN and Bank details are requested to update the same with Bigshare Services Pvt. Ltd., RTA of the Company.
 28. The shares of the Company are at present listed on the BSE Limited. The Company has made payment of the listing fees to Stock Exchange.
 29. 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.
 30. 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 tci@mtnl.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 28, 2022

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

Item No. 5: To re-appoint M/s. V. Singhi & Associates, Chartered Accountants of the Company and to fix their remuneration

M/s. V. Singhi & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 52nd Annual General Meeting ('AGM') held on August 01, 2017 for a period of 5 years, up to the conclusion of 57th AGM. M/s. V. Singhi & Associates are eligible for re-appointment for a further period of 5 years. M/s. V. Singhi & Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the rules made thereunder. M/s. V. Singhi & Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. V. Singhi & Associates, Chartered Accountants, having registration No. 311017E, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 57th AGM till the conclusion of the 62nd AGM of the Company. The Board of

Directors is authorized to fix the remuneration in consultation with the Statutory Auditors of the Company, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. The remuneration to be paid to the Statutory Auditors during their second and final term shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No. 6: To re-appoint Smt. Anuradha Bhalla (DIN: 01763975) as an Independent Director

Mrs. Anuradha Bhalla was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at their 52nd Annual General Meeting (AGM) held on August 01, 2017 for a period of 5 (five) consecutive years from the date of AGM i.e. August 01, 2017 till the conclusion of the 57th AGM to be held in the year 2022 (first term as per the explanation to Section 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee at its Meeting held on May 28, 2022 after taking into account the performance evaluation of Mrs. Bhalla, during her first term of five years and considering the knowledge, acumen, expertise and experience in her field and the substantial contribution made by her during her tenure as an Independent Director since her appointment, has recommended to the Board that continued association of the Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of the Director as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from the conclusion of 57th AGM to be held in the year 2022 till the conclusion of the 62nd AGM to be held in the year 2027 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Anuradha Bhalla for her appointment to the office of the Independent Director.

Mrs. Anuradha Bhalla is a Commerce Graduate (Hons.) from Delhi University and has done PGDM in Finance & Corporate Strategy, from Indian Institute of Management, Bangalore. She has over 20 years of corporate experience started in the financial services industry and through which acquired multi-functional experience across MNC's and large Indian corporate houses. She has experience with making Primary and Secondary market investments and has consulted with several fin-tech start-ups to help them formulate their business plan and operational framework.

She has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mrs. Anuradha Bhalla fulfills the conditions specified in the Act for her appointment as an Independent Director.

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.tciiil.in

The other details including the shareholding of this Director, whose appointment is proposed at item no. 6 of the accompanying Notice, have been given in the attached annexure.

The Board recommends the Resolution for re-appointment of the Independent Director at item no. 6 as Special Resolution of this notice for your approval.

Mrs. Anuradha Bhalla is concerned or interested in the resolution of the accompanying notice relating to her own appointment.

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

Item No. 7:

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on March 28, 2022 have, subject to approval of Members and subject to the provisions of the Articles of Association of the Company, re-appointed Shri Sunil K. Warekar as Whole-time Director, designated as 'Executive Director' of the Company, for a further period of 3 (three) years with effect from April 01, 2022 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. Warekar as a Whole-time Director, designated as Executive Director of the Company, in terms of the provisions of the Act.

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, 2022, the Loss after tax is Rs. 94.87 lakhs for the year.
- v) Foreign Investments or collaborations, if any:** N.A.

II. INFORMATION ABOUT THE APPOINTEE:

- i) **Background details:** Shri Sunil K. Warkerkar is working with the Company since April 2004, initially as President and since April 01, 2012 as Whole-time Director designated as Executive Director. By qualification, he is a B. Com Graduate from University of Mumbai. He has varied experience of more than 30 years within various reputed companies particularly on Projects Planning, Finance & Execution, Legal/ Commercial matters and handling Labour issues. He has worked in various companies for last 41 years in different positions such as GM (Projects & Finance), VP (Projects & Finance), President, Executive Director etc., and has handled various responsibilities. He has over the years put considerable efforts & contributed to sort out the legal issues related to the Company property and to ensure that the Company property is protected.
- ii) **Past remuneration:** His last drawn salary was around Rs. 52,79,204/- (Rupees Fifty Two Lakhs Seventy Nine Thousand Two Hundred Four) per annum.
- iii) **Recognition or awards:** Nil
- iv) **Job profile and his suitability:** Shri Sunil K. Warkerkar is re-appointed as the Executive Director of 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:**
N.A.

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 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 increased expenditure on repairs and maintenance of buildings, thereby resulting in loss.
- 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. By making constant efforts in right direction, 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.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

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.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information regarding appointment and re-appointment of Director

Name of the Director	Dr. Ashok Kumar Agarwal	Shri Siddhartha Agarwal	Shri Ashish Agarwal	Smt. Anuradha Bhalla	Shri Sunil K. Warekar
Director Identification Number	01237294	00225871	00351824	01763975	02088830
Age	66 Years	47 Years	43 Years	47 years	66 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment	10/09/1996	20/05/2016	31/01/2005	11/05/2017	01/04/2012
Qualifications	Dr. Ashok Kumar Agarwal has done Master of Public Health (M.P.H.) from Johns Hopkins University Bloomberg School of Public Health, Maryland, Baltimore, USA and Bachelor of Medicine, Bachelor of Surgery (M.B.B.S.) from Calcutta National College, Kolkata, West Bengal.	Mr. Siddhartha Agarwal is a Bachelor of Science in Economics and Industrial Management from Carnegie Mellon University, USA and also graduated from the OPM program at Harvard Business School.	Shri Ashish Agarwal graduated from Columbia University with a B. A. in Economics.	Mrs. Anuradha Bhalla is a Commerce Graduate (Hons.) from Delhi University and has done PGDM in Finance & Corporate Strategy, from Indian Institute of Management, Bangalore	Shri Sunil Warekar is a B. Com Graduate from University of Mumbai.
Expertise in specific Functional Areas	He has vast experience in diverse businesses like infrastructure projects, finance and health management. He is a Trustee of Indian Institute of Health Management Research, a WHO accredited centre and also a pioneer in health management education in the country.	Mr. Siddhartha Agarwal worked with a renewable energy Company in its project division to work on setting up two mini hydel power projects and also with a infrastructure development Company to construct a rail over bridge in North India. He thereafter moved on to set up the real estate business of the Boruka group and built a 5 lakh sq.ft. tech park in Bengaluru, the next phase of which is currently being planned. He is Managing director of Boruka Park Pvt. Ltd. He was involved in a project in Australia to set up an edible oil extraction / refinery plant.	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 is a Director and investor in Early Salary, a mobile-based financial services start-up, and Nettare, a luxury coffee capsule system start-up. He cofounded Gusto Imports, a wine import company and also helped start La Bodega, an award winning Mexican restaurant, in Delhi.	She has more than 20 years of corporate experience started in the financial services industry and through which acquired multi-functional experience across MNC's and large Indian corporate houses. She has experience with making Primary and Secondary market investments and has consulted with several fin-tech start-ups to help them formulate their business plan and operational framework.	He is working with the Company since April 2004, initially as President and since April 01, 2012 as Whole-time Director designated as Executive Director. He has varied experience of more than 30 years within various reputed companies particularly on Projects Planning, Finance & Execution, Legal/ Commercial matters and handling Labour issues. He has worked in various companies for last 41 years in different positions such as GM (Projects & Finance), VP (Projects & Finance), President, Executive Director etc., and has handled various responsibilities. He has over the years put considerable efforts & contributed to sort out the legal issues related to the Company property and to ensure that the Company property is protected.

TCI INDUSTRIES LIMITED

Name of the Director	Dr. Ashok Kumar Agarwal	Shri Siddhartha Agarwal	Shri Ashish Agarwal	Smt. Anuradha Bhalla	Shri Sunil K. Warekar
Remuneration last drawn (including sitting fees, if any)	NIL	NIL	NIL	Rs. 0.60 lakhs (sitting fess during the F.Y. 2021-22)	Rs. 52.79 lakhs
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	Please refer resolution at Item No. 7 of the Notice convening 57th Annual General Meeting on August 10, 2022 read with explanatory statement thereto.
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Dharmpal Agarwal & Mr. Mahendra 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	Not related to any Director / Key Managerial Personnel
Number of meetings of Board attended during the year	6	6	4	3	6
Directorships Held in other listed Companies	Transcorp International Limited	NIL	ABC India Limited	NIL	NIL
Committee position held in other Companies	Transcorp International Limited: Corporate Social Responsibility Committee – Member	NIL	NIL	NIL	NIL
No. of Shares held in the company	3000	12497	22138	NIL	31