

December 22, 2023

**Listing Department,  
The National Stock Exchange of India Ltd.,**  
“Exchange Plaza”,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051

**Listing Department,  
BSE Ltd.,**  
Phiroz Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400 001

**Scrip Symbol: TCI**

**Scrip Code: 532349**

**Sub: Notice of Postal Ballot**

Dear Sir/Madam,

We enclose herewith a copy of the Postal Ballot Notice of Transport Corporation of India Limited (‘the Company’) dated December 20, 2023 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Notice’) for seeking approval of the Members of the Company by way of special resolution for Appointment of Mr. Avinash Gupta (DIN: 02783217) as an Independent Director of the Company.

In compliance with the provisions of Companies Act, 2013, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, Secretarial Standard-2 issued by the institute of Company Secretaries of India and General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India from time to time (“MCA Circulars”), the Postal Ballot Notice is being sent to those eligible Members who have already registered their e-mail addresses with the Depositories/the Company’s Registrar and Share Transfer Agents (KFin Technologies Limited)/the Company and whose names are recorded in the Register of members/List of Beneficial Owner of the Company as on Thursday, December 21, 2023 (Cut-off date).

The communication of the assent or dissent of the Members would take place through the e-voting system only. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	Friday, 29 <sup>th</sup> December, 2023, at 9:00 a.m. (IST)
End of e-Voting	Saturday, 27 <sup>th</sup> January, 2024, at 5:00 p.m. (IST)

Members who have not registered their email addresses so far, are requested to get their email addresses registered. The process of registration of email address is provided in the enclosed notice.

The Board of Directors of the Company has appointed Ms. Rashmi Sahni (Membership No. A25681) (CP No. 10493) Practicing Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The result of the e-voting by Postal Ballot will be announced on or before 29<sup>th</sup> January, 2024 and shall be available on the Company's website at [www.tcil.com](http://www.tcil.com).

The Postal Ballot Notice is also available on the website of the Company: [www.tcil.com](http://www.tcil.com), and on the website of National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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**Transport Corporation of India Limited**

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

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

**Regd. Office:-** Flat Nos. 306 & 307, 1-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

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

CIN : L70109TG1995PLC019116

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

You are requested to kindly take the above information on record.

Thanking you,

For **Transport Corporation of India Limited**

**Archana Pandey**  
**Company Secretary & Compliance Officer**  
Encl: a/a

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**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time]**

Voting starts on	Voting ends on
Friday, 29 <sup>th</sup> December, 2023, at 9:00 a.m. (IST)	Saturday, 27 <sup>th</sup> January, 2024, at 5:00 p.m. (IST)

Dear Members,

**Notice** is hereby given pursuant to the provisions of Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, (the “**Act**”) (including any statutory modification or re-enactment thereof for the time being in force) read together with the Companies (Management and Administration) Rules, 2014, as amended (the “**Management Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘**SS-2**’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘**MCA**’) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022, the latest being 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means (‘**remote e-Voting**’).

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof is annexed to the Notice for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

Members who have not registered their email addresses so far are requested to get their email addresses registered.

Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, KFin Technologies Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with a copy to [secretarial@tcil.com](mailto:secretarial@tcil.com) by providing folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for registering email address.

The Board has appointed Ms. Rashmi Sahni (Membership No. A25681) (CP No. 10493) Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e voting process in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable

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the shareholders to cast their votes electronically. Members are requested to read the Notes to the Notice and instructions for e-voting.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 27<sup>th</sup> January, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of e-voting, the Scrutinizer will submit her report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before 29<sup>th</sup> January, 2024. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutiniser's report on the Company's website viz. <https://www.tcil.com/tcil/index.html>. These results will also be displayed on the Notice Board of the Company at its Registered Office.

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**Appointment of Mr. Avinash Gupta (DIN: 02783217) as an Independent Director of the Company**

*To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Compensation/Nomination and Remuneration Committee and that of the Board of Directors, Mr. Avinash Gupta (DIN: 02783217) who was appointed as an Additional Director in the capacity of Non-executive Independent Director with effect from 30<sup>th</sup> October, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, for a period of 05 (Five) consecutive years and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal (DIN: 00380300), Managing Director, Mr. Ashish Tiwari, Group CFO & Ms. Archana Pandey, Company Secretary & Compliance Officer be and are hereby severally authorized to take all the requisite action(s) including filing of forms with Registrar of Companies, Hyderabad and matters incidental thereto."

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Shareholders who have registered their e-mail ID for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail.
3. As per the MCA Circulars, the hard copy of Postal Ballot Notice along with postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

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4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members whose names appear on the Register of Members/List of Beneficial Owners as on Thursday, 21<sup>st</sup> December, 2023 i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a Member as on Thursday, 21<sup>st</sup> December, 2023 i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
5. The Company has appointed Ms. Rashmi Sahni, Practising Company Secretary, as a Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.
6. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Shareholders of the Company. National Securities Depository Limited (NSDL), will be facilitating e-voting to enable the Shareholders to cast their votes electronically.
7. The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 21<sup>st</sup> December, 2023.
8. The voting period commences on Friday, 29<sup>th</sup> December, 2023 at 9.00 a.m. and ends on the close of working hours (i.e. 5:00 p.m.) on Saturday, 27<sup>th</sup> January, 2024 (inclusive of both the days). The e-voting module shall be disabled by NSDL for voting thereafter.
9. The Scrutinizer's decision on the validity of e-voting will be final.
10. E-voting shall not be exercised by a proxy.
11. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Monday, 29<sup>th</sup> January, 2024. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutiniser's report on the Company's website viz. <https://www.tcil.com/tcil/index.html>. These results will also be displayed on the notice board of the Company at its Registered Office.
12. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 27<sup>th</sup> January, 2024, being the last date specified by the Company for e-voting.
13. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, from the date hereof upto Saturday, 27<sup>th</sup> January, 2024, electronically. Members seeking inspection may send an email to [secretarial@tcil.com](mailto:secretarial@tcil.com).
14. The procedure and instructions for e-voting are as follows:

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

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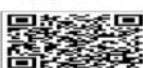

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**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting 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	<p><b>A. NSDL IDeAS facility:</b> <i>If you are already registered, follow the steps given below:</i></p> <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on <b>Company name (i.e., Transport Corporation of India Limited)</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><i>If you are not registered, follow the steps given below:</i></p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p><b>B. E-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>Company name (i.e., Transport Corporation of India Limited)</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 <b>Company name (i.e., Transport Corporation of India Limited)</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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](http://www.cdslindia.com).

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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**B) Login Method 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 e-services 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).

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- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of the company (i.e., Transport Corporation of India Limited).
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 [csrashmi3011@gmail.com](mailto:csrashmi3011@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**E-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose E- Mail 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 [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

#### **Transport Corporation of India Limited**

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

CIN : L70109TG1995PLC019116

2. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client ID 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 [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for E-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By order of the Board of Directors  
For Transport Corporation of India Ltd.**

**Date: 20<sup>th</sup> December, 2023  
Place: Gurugram**

**Archana Pandey  
Company Secretary and Compliance Officer  
Membership Number: A23884  
Registered office:  
Flat Nos. 306 & 307, 1-8-201 to 203, 3<sup>rd</sup> Floor,  
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
Phone: +91 40 2784-0104,  
Email: [secretarial@tcil.com](mailto:secretarial@tcil.com) | Website: [www.tcil.com](http://www.tcil.com)  
CIN: L70109TG1995PLC019116**

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#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Board of Directors had, at its meeting held on October 30, 2023, based on the recommendation of Compensation/Nomination & Remuneration Committee (“**the CNRC**”), appointed Mr. Avinash Gupta (DIN: 02783217) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from October 30, 2023 subject to the approval of the shareholders through special resolution.

The Company has received consent in writing from Mr. Gupta to act as Director in Form DIR 2, Intimation in Form DIR 8 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority and a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The CNRC had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the CNRC recommended the candidature of Mr. Gupta. In the opinion of the Board,

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Mr. Gupta fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Gupta's skills, background and experience are aligned to the role and capabilities identified by the CNRC and that Mr. Gupta is eligible for appointment as an Independent Director.

Further, Mr. Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Gupta has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Gupta has confirmed that, he had not been a partner of a firm that had transactions during last 03 financial years with the Company or its subsidiaries amounting to 10% or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Gupta as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Saturday, 27<sup>th</sup> January, 2024.

The profile and specific areas of expertise of Mr. Gupta and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Gupta as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Gupta himself, to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

**By order of the Board of Directors  
For Transport Corporation of India Ltd.**

**Date: 20<sup>th</sup> December, 2023**

**Place: Gurugram**

**Archana Pandey  
Company Secretary and Compliance Officer  
Membership Number: A23884**

**Registered office:**  
Flat Nos. 306 & 307, 1-8-201 to 203, 3<sup>rd</sup> Floor,  
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
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**BRIEF PROFILE OF THE DIRECTOR TO BE APPOINTED**

Particulars	Mr. Avinash Gupta
Age	57
Qualifications	<ul style="list-style-type: none"> <li>MBA from A.B. Freeman School of Business, Tulane University</li> <li>B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi</li> </ul>
No. of equity shares held in the Company	Nil
Expertise in specific Functional Area*	Mr. Gupta is a highly experienced, execution-focused senior leader with a strong, global background and brings more than 3 decades of experience and a vast network of business relationships. He has worked extensively in financial services including M&A, equity and debt financing, private equity placement and advisory across the EMENA and Asia.
Date of 1 <sup>st</sup> appointment on the Board	30 <sup>th</sup> October, 2023
Directorship held in other Companies	<ul style="list-style-type: none"> <li>i. Jupiter Wagons Ltd.</li> <li>ii. Keventer Argo Ltd.</li> <li>iii. Stove Kraft Ltd.</li> <li>iv. Dun &amp; Bradstreet Information Services India Pvt. Ltd.</li> <li>v. Beijing Micro Marketing D&amp;B Marketing Consulting Co., Ltd.</li> <li>vi. Shanghai Huaxia Dun &amp; Bradstreet Business Information Consulting Co., Ltd.</li> <li>vii. Dun &amp; Bradstreet International Information Consultant (Shanghai)</li> </ul>
Memberships/ Chairmanships of committees of other Companies	<p><b>Stove Kraft Ltd.</b></p> <ul style="list-style-type: none"> <li>i. Nomination and Remuneration Committee</li> <li>ii. Corporate Social Responsibility Committee</li> <li>iii. Risk Management Committee</li> </ul> <p><b>Dun &amp; Bradstreet Information Services India Pvt. Ltd.</b></p> <ul style="list-style-type: none"> <li>i. Corporate Social Responsibility Committee</li> </ul>
Name of listed Companies from which the Director has resigned in the past 3 years	-
Relationship with other directors/Key Managerial Personnel	Mr. Gupta is not related to any director of the Company.

\* More details are on the website of the Company

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