TCI EXPRESS
LEADER IN EXPRESS

Dated: July 15, 2026

Listing Department **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street-Mumbai-400001 Scrip Code: 540212	**Listing Department** **National Stock Exchange of India Ltd.** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai-400051 Scrip Symbol: TCIEXP

Sub: Notice of the 18th Annual General Meeting of TCI Express Limited

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation of our letter dated July 08, 2026, we hereby submit the Notice convening the **18th Annual General Meeting** ('AGM') **of TCI Express Limited** ('the Company'), scheduled to be held on **Thursday, August 06, 2026 at 10:30 A.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013, ('the Act'), read with the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and applicable circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

The Notice together with the Annual Report for the Financial Year 2025-26, is also being circulated electronically to the Shareholders, whose e-mail addresses are registered with the Company, Registrar & Share Transfer Agent ('RTA') or Depository Participants ('DPs'). In addition, a communication containing the web link and QR Code for accessing the Annual Report and AGM Notice is being sent to those Shareholders whose e-mail addresses are not registered with the Company/RTA/DPs.

Particulars	Details
Date & Time of AGM	Thursday, August 06, 2026, 10.30 A.M.
Mode/Venue of attending AGM	Video Conferencing /Other Audio Visual Means
Weblink for AGM Notice	https://www.tciexpress.in/financial-reports.aspx
E-voting period	From August 03, 2026 to August 05, 2026
Cut-off date for e-voting and AGM	Thursday, July 30, 2026
Book closure starts and end date	Friday, July 31, 2026 to Thursday August 06, 2026 (both days inclusive)

We request you to kindly take the above information and the enclosed Notice on record.

Thanking you,
For **TCI Express Limited**

PRIYANKA
Digitally signed by PRIYANKA
Date: 2026.07.15 20:13:14 +05'30'

PRIYANKA
(Company Secretary & Compliance Officer)

Notice Of 18th Annual General Meeting Of TCI Express Limited

Respected Members and Stakeholders,

We are delighted to notify you that the 18th Annual General Meeting ('AGM' or 'the Meeting') of TCI Express Limited ('the Company') will be convened on **Thursday, August 06, at 10:30 A.M. (IST)**, to consider and transact the business as set out in the accompanying Notice convening the Meeting.

In compliance with the applicable provisions of the Companies Act, 2013, ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') from time to time, the Meeting will be conducted through electronic mode [(Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')], without the physical presence of Members at a common venue.

The detailed procedure for attending and participating in the Meeting through VC/OAVM, including the manner of participation, remote e-voting, and e-voting during the Meeting, has been clearly set out in the Notice of the AGM. Members are requested to carefully refer to the same. The Members are further advised to take note of and refer to the various important instructions, notes, and announcements provided in the enclosed Notice of the AGM, which are integral to the conduct of the Meeting.

We request you to kindly make it convenient to attend the Meeting and participate in the proceedings. Your continued support, guidance, and valuable insights are highly valued and appreciated.

For and on behalf of the Board
TCI Express Limited

Chander Agarwal
(Managing Director)

BUSINESS TO BE CONSIDERED AND APPROVED AT THE ANNUAL GENERAL MEETING

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon,** and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon, as circulated to the Members be and are hereby considered and adopted."

2. **To appoint Director in place of Mr. Vineet Agarwal (DIN: 00380300), who retires by rotation and being eligible, offers himself for re-appointment,** and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, enabling provisions of the Articles of Association of the Company, and based on the recommendation provided by the Nomination and Remuneration Committee and the Board of Directors, Mr. Vineet Agarwal (DIN: 00380300), who retires by rotation at this AGM and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Non- Executive-Non-Independent Director, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary, be and are hereby severally authorized to take all such actions and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

SPECIAL BUSINESSES:

3. **To consider and approve appointment of Mr. Pavan Kumar Munjuluri (DIN: 01514557) as a Non-Executive Independent Director of the Company, for a first term of five (5) consecutive years,** and in this regard, 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 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17 and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Mr. Pavan Kumar Munjuluri (DIN: 01514557), who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of the Act, and who holds office up to the date of this AGM, and who has furnished a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of first term of five (5) consecutive years, commencing from May 27, 2026 up to and including May 26, 2031, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Pavan Kumar Munjuluri shall be entitled to receive the remuneration/sitting fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary, be and are hereby severally authorized to take all such actions and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

4. **To consider and approve appointment of Mr. Vikram Singh Mehta (DIN: 02200425) as a Non-Executive Independent Director of the Company, for a first term of five (5) consecutive years,** and in this regard, 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 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17 and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Mr. Vikram Singh Mehta (DIN: 02200425), who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of this AGM, and who has furnished a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of first term of five (5) consecutive years, commencing from May 27, 2026 up to and including May 26, 2031, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Vikram Singh Mehta shall be entitled to receive the remuneration/ sitting fees/ commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

   RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary, be and are hereby severally authorized to take all such actions and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

5. **To consider and approve re-appointment of Mr. Chander Agarwal (DIN: 00818139) as Managing Director of the Company, for a further term of five (5) consecutive years, including approval of remuneration and the terms and conditions of his re-appointment,** and in this regard, to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, subject to the approval of the Central Government and such other statutory approvals, permissions, consents and sanctions as may be necessary, including any conditions or modifications that may be imposed while granting such approvals, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded, for the re-appointment of Mr. Chander Agarwal (DIN: 00818139) as Managing Director of the Company, for a further term of five (5) consecutive years commencing from August 18, 2026 up to and including August 17, 2031, whose office shall not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the re-appointment of Mr. Chander Agarwal shall be on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 of the Act, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, with liberty to the Board (including any Committee thereof) to alter, modify, revise or vary the same from time to time within the limits prescribed under applicable laws and subject to such approvals as may be required.

RESOLVED FURTHER THAT pursuant to Section 197(1) of the Act, read with Regulation 17(6)(e) of the Listing Regulations and other applicable provisions, approval of the Members be and is hereby accorded for payment of remuneration (including salary, allowances, perquisites, commission, retirement and other benefits) to Mr. Chander Agarwal, Managing Director and Promoter of the Company, during his tenure of office, notwithstanding that such remuneration may exceed the individual remuneration limit of 5% of the net profits of the Company, as prescribed under Section 197(1) of the Act and the remuneration thresholds prescribed under Regulation 17(6)(e) of the Listing Regulations, i.e., ₹5 crore or 2.5% of the annual net profits of the Company, whichever is higher, or, where there is more than one Executive Director, 5% of the annual net profits of the Company for all such Executive Directors taken together, provided that the aggregate managerial remuneration payable to all the Managing Director(s), Whole-time Director(s) and/or Manager shall not exceed 10% of the net profits of the Company, computed in accordance with Section 198 of the Act and shall, in all circumstances, remain within the overall limits of managerial remuneration prescribed under the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Chander Agarwal, the remuneration, perquisites, allowances and benefits as approved herein and detailed in the Explanatory Statement shall be paid to him as minimum remuneration, subject to the ceilings and conditions specified under Schedule V to the Act or such other limits as may be approved by the Members by way of Special Resolution or otherwise as may be permissible under applicable law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary, be and are hereby severally authorized to take all such actions and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

6. **To consider and approve payment of remuneration by way of commission to the Non-Executive and/or Independent Directors** and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, in accordance with the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded for payment of remuneration by way of commission or any other permissible mode to the Non-Executive Directors of the Company, including Independent Directors, for each financial year commencing from April 1, 2026, in such manner and proportion as may be determined by the Board of Directors from time to time, based on the recommendations of the Nomination and Remuneration Committee.

   RESOLVED FURTHER THAT the aggregate remuneration by way of commission payable to all Non-Executive Directors shall not exceed 0.50% per annum of the net profits of the Company for each financial year, computed in accordance with the provisions of Section 198 of the Act, for the period commencing from April 1, 2026 up to March 31, 2031, in addition to sitting fees payable for attending meetings of the Board and its Committees and reimbursement of expenses incurred in this regard.

RESOLVED FURTHER THAT the Board of Directors shall have the authority to determine the amount of commission payable to each Non-Executive Director, including Independent Directors, from time to time, based on such criteria as it may deem appropriate, provided that the remuneration payable to any one Non-Executive Director in any financial year shall not exceed 50% of the total commission payable to all Non-Executive Directors for that financial year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the Company may continue to pay remuneration by way of commission to its Non-Executive Directors, including Independent Directors, as minimum remuneration, in accordance with the applicable provisions of the Act, read with Schedule therein, and such approvals as may be required under the applicable law.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary, be and are hereby severally authorized to take all such actions and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

By Order of the Board of Director
For **TCI Express Limited**

Priyanka
(Company Secretary & Compliance Officer)
Membership No. 36870

Date: May 27, 2026
Place: Gurugram
Registered Office:
Flat No. 306 & 307, 1-8-271 to 273,
3rd Floor, Ashoka Bhoopal Chambers
S.P Road, Secunderabad-500003, Telangana
CIN: L6200TG2008PLC061781
Email: secretarial@tciexpress.in
Website: www.tciexpress.in
Tel: +91-40-27840104

NOTES AND DISCLOSURE PERTAINING TO THE ANNUAL GENERAL MEETING:

1. MODE AND MANNER OF ATTENDING AGM

a) The Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in compliance with the provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('the Listing Regulations'), read with circulars issued under these statutes, permitted the holding of AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, read with the circulars issued, AGM of the Company is being held through VC/OAVM mode. Further, in accordance with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), read with guidance and clarification note issued by the ICSI, proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company, which shall be the deemed venue of this AGM.

The Shareholders are advised to carefully review the circulars listed below, issued by MCA and the SEBI, which outline the regulatory framework, procedural requirements, and detailed guidelines for convening AGM through VC/OAVM.

- **MCA circular(s):** No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024, and latest being No. 03/2025 dated September 22, 2025;
- **SEBI circular(s):** No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and latest bearing No. SEBI/HO/CFD/PoD-2 PCIR/2024/133 dated October 03, 2024.

b) The Members can attend and participate in the AGM through VC/OAVM and physical attendance of the Members to this AGM venue is not required. The Company has appointed Central Depository Services (India) Limited ('CDSL'), to facilitate the AGM through VC/OAVM and to manage remote e-voting as well as e-voting during the AGM.

The detailed procedure for participating in the AGM through VC/OAVM, casting votes electronically, registering and obtaining the Annual Report, along with all other relevant details, are set forth in Note No. 9 of this AGM Notice and is also available on the website of the Company at https://www.tciexpress.in/annual-reports?invid=2&key=c81e728d9d4c2f636f067f89cc14862c

c) The Members who require any assistance before or during the AGM or have any queries or concerns relating to attendance at the AGM through VC/OAVM or participation in the e-voting process may contact CDSL. All queries, concerns and grievances relating to the e-voting facility may be addressed to Mr. Rakesh Dalvi, Senior Manager, CDSL, at A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013, or by email at helpdesk.evoting@cdslindia.com. Members may also seek assistance through the CDSL helpdesk at 1800 21 09911 or by calling 022-23058542/43 and 022-23058738.

d) As this AGM is being conducted through VC/OAVM in accordance with MCA/SEBI circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and, therefore, the Proxy Form, Attendance Slip and Route Map have not been annexed to this Notice. However, Corporate and Institutional Members and Members representing Body Corporates, Governors, Presidents or other authorised entities may attend the AGM through their authorised representatives appointed in accordance with the applicable provisions and are entitled to participate in the AGM and exercise their voting rights.

e) All Shareholders, including Corporate and Institutional Members, are strongly encouraged to participate and exercise their voting rights at the forthcoming AGM. The Corporate and Institutional Members intending to attend the AGM, in accordance with the provisions of Section 113 of the Act, are requested to submit a certified copy of the relevant Board Resolution or Authority Letter. This document should authorize their designated representative(s) to participate and vote in the meeting. For convenience, the certified copy may be uploaded on the CDSL platform at https://www.evotingindia.com.

Alternatively, a scanned copy in PDF or JPG format, containing the attested specimen signature(s) of the authorized representative(s), may be emailed to the Scrutinizer at vasanth@vkbajajassociates.com, with copies marked to helpdesk.evoting@cdslindia.com and secretarial@tciexpress.in.

2. ISSUANCE OF ANNUAL REPORT AND REGISTRATION PROCESS

a) In accordance with the MCA circulars referenced above and in compliance with Sections 101 and 136 of the Act, read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the Listing Regulations, electronic copies of the Notice outlining businesses to be transacted along with the accompanying Explanatory Statement, are being disseminated by email, to those Members, whose email addresses are registered with the Company or KFin Technologies Limited, the Registrar and Share Transfer Agent ('RTA'), or their respective Depository Participants ('DPs').

The Notice is circulated together with the Annual Report for the financial year ended March 31, 2026, which includes the Standalone and Consolidated Financial Statements, the Reports of the Board of Directors and Auditors, Corporate Governance Report, the Management Discussion and Analysis, and the Business Responsibility and Sustainability Report (collectively referred to as 'Annual Report').

In accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also dispatching a letter to the Members, whose e-mail addresses are not registered, providing the weblink to the Company's website along with a QR code, through which the Annual Report for the financial year 2025-26 can be accessed.

b) The Members may note that the Notice of the AGM and the Annual Report of the Company for the financial year 2025-26 will be available on the Company's website at www.tciexpress.in, on the websites of the Stock Exchanges where the equity shares of the Company are listed, namely, BSE Limited (www.bseindia.com) under Scrip Code: 540212 and National Stock Exchange of India Limited (www.nseindia.com) under Scrip Symbol: TCIEXP, and also on the website of CDSL at www.cdslindia.com.

c) The Members who wish to obtain a physical copy of the Annual Report for the financial year 2025–26, along with the related documents, may send a request to the Company at secretarial@tciexpress.in or to the Company's RTA at einward.ris@kfintech.com, mentioning their DP ID and Client ID or Folio Number, as applicable.

d) The Members who have not yet registered their email addresses are encouraged to do so at the earliest to facilitate seamless communication. The Shareholders holding shares in electronic form should update their email addresses with their respective DPs, while those holding shares in physical form should register their email addresses with the RTA. For this purpose, Shareholders may submit Form ISR-1 along with the required KYC documents. Upon successful registration, the Annual Report and other Shareholder communications will be sent to the registered e-mail address.

For the specific purpose of this AGM, and to receive the Annual Report along with related documents, all the Members, irrespective of their mode of shareholding may register their email addresses by following the process outlined in the e-voting instructions provided in the Notes to this AGM Notice.

3. STATUTORY DISCLOSURE AND INSPECTION OF DOCUMENTS

a) The details pertaining to the appointment and re-appointment of Directors, along with the Explanatory Statement for the special business items to be transacted, are provided in accordance with the provisions of Section 102 of the Act, Regulation 36(3) of the Listing Regulations and the applicable Secretarial Standard on General Meetings. These details are provided under **Annexure-I** of this AGM Notice.

b) All documents referenced in the Notice and Annual Report, as well as the Register of Directors and Key Managerial Personnel with their shareholding, Secretarial Auditor's certificate verifying compliance with the Company's 'Employee Stock Option Plan-2016' under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Register of contracts or arrangements, where Directors have interest as per the Act, will be accessible for electronic inspection during the AGM. Additionally, the Shareholders can request access to any Statutory Register or documents by emailing the Company at secretarial@tciexpress.in. Upon such requests, the Company will facilitate access to copies of these documents.

c) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 31, 2026 to Thursday, August 06, 2026 (both days inclusive) for the purpose of AGM.

4. KYC UPDATION, DEMATERILIZATION AND INVESTOR SERVICES

KYC Updation

a) The Members are requested to note that, in accordance with SEBI circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, read with circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, with effect from April 1, 2024, dividend payments to security holders, including those holding shares in physical form, shall be effected only through electronic modes. In compliance with the above, the Company facilitates electronic credit of dividend directly to Members' bank accounts through ECS, NECS, NEFT, RTGS or other permitted modes.

Accordingly, Members holding shares in physical form are advised to ensure that their PAN, nomination, contact details (including mobile number), bank account particulars and specimen signature (collectively referred to as 'KYC Details') are duly updated with the RTA, and in case the Members holding shares in dematerialised form are requested to update their KYC Details with their DPs. The relevant forms and detailed procedure are available on the Company's website at https://www.tciexpress.in/investor-faq and on the website of the RTA at https://ris.kfintech.com/clientservices/investors/isrs.aspx.

b) Members holding shares in physical form are requested to submit Form ISR-1, Form ISR-2, and Form SH-13/SH-14/ISR-3 (as per applicability) to update their KYC Details, as per the requirements of the SEBI guidelines. All the existing Shareholders are strongly encouraged, in their own interest, to furnish their choice of nomination. With regard to new investors nomination details is mandatory for opening demat accounts (excluding jointly held accounts).

The Members are once again requested to update their KYC at the earliest by submitting the duly completed and signed ISR forms to the RTA/Company. Timely compliance with the KYC requirements is essential to ensure seamless receipt of Shareholder entitlements and to avoid any restrictions on the processing of investor service requests.

Dematerialisation and Simplification of Investor Service Requests

a) Pursuant to Regulation 40(1) of the Listing Regulations, transfer of securities is permitted only in dematerialised form with effect from April 1, 2019. Transmission or transposition of securities, whether held in physical or dematerialised form, shall also be effected only in dematerialised form.

b) Further to the above, with a view to enhancing ease of dealing in securities markets and strengthening investor protection, the SEBI has issued various circulars mandating issuance of securities only in dematerialised form while processing investor service requests. These requirements have been consolidated under the SEBI master circular dated February 6, 2026. Accordingly, listed Companies are required to issue securities only in dematerialised form while processing investor service requests such as issue of duplicate share certificates, claim from unclaimed suspense account, renewal/exchange, endorsement, subdivision/splitting, consolidation of share certificates/folios, transmission, transposition and other related requests. Accordingly, Members holding shares in physical form are required to submit duly completed and signed Form ISR-4, along with the requisite supporting documents, for processing such investor service requests.

c) To ease of investor request, SEBI vide its circular dated 30 January, 2026, has dispensed with the requirement of issuance of a letter of confirmation ('LOC') for investor service requests. Accordingly, the issuance of LOC in lieu of a physical share certificate, enabling dematerialization of the securities shall continue up to 1 April, 2026 in accordance with the erstwhile SEBI circulars. With effect from 2 April, 2026, the Company through its RTA shall credit securities directly into the demat account of the investor, subject to completion of prescribed due diligence and submission of requisite documents, including a duly attested client master list of the demat account.

d) In order to facilitate ease of investing and to enable investors to secure their rightful securities, the SEBI vide its circular dated January 30, 2026, has provided a special window for transfer and dematerialisation of physical securities in respect of securities sold or purchased prior to April 1, 2019, subject to fulfilment of the prescribed eligibility criteria and conditions. The special window shall remain open from February 5, 2026 to February 4, 2027. Eligible cases include transfer requests that were earlier rejected, returned or remained unprocessed due to deficiencies. Securities transferred under the said framework shall be credited only in dematerialised form and shall be subject to a lock-in period of one year from the date of registration of transfer. The Company has been disseminating information regarding the availability of the special window through periodic Shareholder communications, including newspaper publications.

e) In view of the above and to safeguard Shareholder rights, while availing the benefits of holding securities in electronic form, Members holding shares in physical form are encouraged to dematerialise their holdings at the earliest. The Members may contact the Company's RTA at einward.ris@kfintech.com or the Company at secretarial@tciexpress.in for any assistance in this regard. Members holding shares in dematerialised form may contact their respective 'DPs' for any assistance relating to their demat accounts. For further information on the demat process, Shareholders may visit the websites of the Depositories:

- National Securities Depository Limited (NSDL): https://nsdl.co.in/faqs/faq.php
- Central Depository Services (India) Limited (CDSL): https://www.cdslindia.com/

5. DIVIDEND PAYMENT AND INVESTOR EDUCATION AND PROTECTION FUND ('IEPF') TRANSFER

The Company endeavours to reward its Shareholders through consistent payment of dividends. Dividend, when declared by the Members and/or the Board of Directors, as applicable, is credited directly to the registered bank accounts of eligible Shareholders through electronic modes, subject to deduction of tax at source ('TDS'), wherever applicable, in accordance with the provisions of the Income-tax laws in force and the rules made thereunder.

a) The Shareholders holding shares in dematerialised form are requested to ensure that their bank account details are updated with their respective DPs. The Members holding shares in physical form are requested to update their bank account details and specimen signatures by submitting the duly filled Form ISR-1 and/or Form ISR-2 to the RTA at einward.ris@kfintech.com, along with the following documents:

- Name and Folio No. of the Member;
- Name and branch of the Bank where dividend is to be credited;
- Bank account type (e.g., Savings/Current);
- Bank account No., along with 9-digit MICR Code and 11-digit IFSC Code;
- Self-attested scanned copy of:
  a. Front and back of the share certificate;
  b. PAN card of the first holder;
  c. Cancelled cheque bearing the name of the first Shareholder.

b) Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the Company transferred an aggregate amount of ₹91,49,665.60 to the Investor Education and Protection Fund ('IEPF') during FY 2025-26, comprising unclaimed and unpaid dividends as well as dividend amounts pertaining to shares already transferred to the demat account of the IEPF Authority. Further, in accordance with Rule 6 of the IEPF Rules, 37,799 equity shares in respect of which dividends had remained unclaimed for a continuous period of seven years were transferred to the demat account of the IEPF Authority.

c) The details of unclaimed dividends and transfer of dividends/shares liable to transfer to IEPF are also provided under Company's website at https://www.tciexpress.in/unpaid-dividend.aspx?invid=18&key=6f4922f45568161a8cdf4ad2299f6d23. These details have also been uploaded on the website of the MCA–IEPF Authority and may be accessed through the MCA portal (www.mca.gov.in) under MCA services → IEPF related services → Search unclaimed/unpaid amount and shares.

d) The Members whose shares, unclaimed dividends or sale proceeds of fractional shares have been transferred by the Company to the IEPF, are hereby informed that they may claim such shares and/or amounts by making an application to the IEPF Authority in Form IEPF-5, through the MCA portal, available under MCA services → IEPF related services → IEPF-5 web form (claiming unpaid amounts and shares), together with the prescribed documents and in the manner specified therein. The Members are requested to refer to the Board's Report and the Corporate Governance Report, forming part of this Annual Report for detailed information relating to unclaimed dividends, due dates for transfer of such dividends and the underlying shares to the IEPF, and the procedure for claiming the same from the IEPF Authority.

e) As part of its investor outreach and Shareholder awareness initiatives, the Company actively undertakes measures under its 'SAKSHAM' programme to assist Shareholders in claiming their rightful dividends and shares. The Company regularly communicates with concerned Shareholders through individual reminders, e-mails, SMS alerts, website disclosures and newspaper advertisements, wherever applicable, informing them of impending transfers to the IEPF and encouraging timely action to claim their dividend entitlements. These initiatives are aimed at safeguarding Shareholder interests, reducing unclaimed amounts and facilitating effective investor services. **The Shareholders are once again encouraged to promptly respond to such communications and regularly review their shareholding records to avoid transfer of unclaimed dividends and underlying shares to the IEPF.**

The Company requests all the Members to encash claim their dividend(s), before it is transferred to the IEPF.

6. STAKEHOLDER COMMUNICATION AND DISPUTE RESOLUTION

To ensure seamless communication and the effective resolution of Investor and Shareholder grievances, a well-structured and comprehensive communication and grievance resolution framework is essential. By establishing a transparent, responsive, and highly efficient mechanism, we reinforce investor confidence, strengthen stakeholder relationships, and uphold the highest standards of ethical business conduct.

a) RTA: KFin Technologies Limited serves as the Registrar and Transfer Agent ('RTA'), ensuring smooth management of both physical and electronic/dematerialized equity shares. The Shareholders can contact the RTA at its office located at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Alternatively, they can submit their queries, complaints, or grievances by writing email to einward.ris@kfintech.com.

To enhance investor convenience and facilitate seamless access to shareholder services, the RTA has provided various online service facilities through its investor services portal. Shareholders may access a range of investor-related services and information through the portal available under the 'Investor Services' section at https://ris.kfintech.com/default.aspx#.

b) The Company: The Company has designated a dedicated e-mail address, secretarial@tciexpress.in, for addressing Shareholders' queries, complaints and grievances. Shareholders may also contact the Company's office, telephone numbers provided on the Company's website.

The Members holding shares in physical form are requested to direct all correspondence relating to investor services, share-related matters and KYC updation to the Company's RTA, while Members holding shares in dematerialised form are requested to contact their respective DPs.

c) Investor's Request and Grievances Mechanism: The Stakeholders Relationship Committee ('SRC') of the Board of Directors has been authorised by the Company to review and resolve complaints received from Shareholders. The status of such complaints is reported to the Board of Directors on a quarterly basis.

Additionally, pursuant to the delegation of authority by the Board, a Share Transfer Committee, considers and approves investor requests or grievances. A summary of these requests and grievances is thereafter submitted to the SRC and the Board of Directors for their review and information.

e) **SEBI SCORES Portal:** The SCORES portal is an online platform developed by SEBI to facilitate a streamlined and transparent process for investor grievance redressal. It enables investors to lodge complaints directly with SEBI against listed Companies and registered intermediaries, and to track the status of their complaints in real-time.

As per the guidelines, the Shareholders are advised to first approach the Company directly for the redressal of their grievances. In the event that the Company fails to resolve the grievance within the prescribed timeline, Shareholders may escalate the matter by lodging a complaint through SEBI's SCORES portal.

f) **Online Dispute Resolution Portal:** The Members are hereby informed that, in accordance with SEBI circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company is registered on the SMART ODR (Securities Market Approach for Resolution through Online Dispute Resolution) Portal. This platform is designed to streamline the resolution of investor grievances by enabling access to online dispute resolution institutions. The Members may visit the portal at https://smartodr.in/login to explore this facility. In the event that a grievance remains unresolved despite exhausting all available redressal mechanisms provided by the Company, Shareholders may initiate dispute resolution proceedings through the SMART ODR platform. This includes options for online conciliation and/or arbitration, as outlined in the aforementioned SEBI circular, to address any pending matters with the Company or its RTA.

7. QUERIES, REQUESTS AND SPEAKER REGISTRATION

a) Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of CDSL at https://web.cdslindia.com/myeasitoken/home/login. Members are encouraged to make use of this webcast facility to ensure broader participation and meaningful engagement.

b) The Members are also encouraged to submit their queries or questions in advance regarding the Financial Statements or any other matters scheduled for discussion at the AGM. To facilitate a comprehensive and well-structured response, the Members are requested to send their queries via e-mail from their registered e-mail address to secretarial@tciexpress.in, ensuring they include their full name, DP ID/Client ID/Folio No. and contact details. These queries should be submitted no later than 5:00 P.M. (IST) on Friday, July 31, 2026. Providing this information in advance will enable the Company to address the queries in a more effective, informed, and structured manner during the AGM.

c) The Members who would like to express their views/ask questions as a speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID/Client ID/Folio No., PAN and contact details at secretarial@tciexpress.in, on or before 5.00 P.M. (IST) on Saturday, August 01, 2026. Please note that the Company reserves the right to limit the number of questions and speakers based on the available time allocated for the AGM. Your cooperation in this matter is appreciated to ensure a productive and efficient Meeting.

8. AGM PROCEEDINGS AND OUTCOME

a) The Company has appointed Mr. Vasanth Bajaj (Membership No. FCS 6868/CP No. PCS 5827) and in the event of his inability, Ms. Ankita V (Membership No. FCS 13648/CP No. PCS 16124), partners at V K Bajaj & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.

Upon the conclusion of the AGM and the completion of the e-voting process conducted therein, the Scrutinizer shall, as a first step, count the votes cast during the AGM. Subsequently, the Scrutinizer shall proceed to unblock the votes cast through remote e-voting. Within a period not exceeding two (2) working days from the conclusion of the AGM, the Scrutinizer shall prepare and submit a comprehensive and consolidated report detailing the total votes cast in favor and against each Resolution, as applicable. This report shall be presented to the Chairperson or to person duly authorized by the Chairperson in writing, who shall countersign the same.

b) The results declared along with the Scrutinizer's Report shall be placed on the Company's notice board and its website at www.tciexpress.in and on the website of CDSL within two (2) days of passing of the Resolutions at the AGM of the Company. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

c) The transcript/proceedings of the AGM shall be recorded and made available on the Company's website, www.tciexpress.in, under the Investor Relation section, within the timelines prescribed under the applicable regulatory requirements.

d) The Resolutions will be deemed to be passed on the AGM date i.e. Thursday, August 06, 2026.

9. MANNER OF JOINING AGM AND VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, MCA/SEBI circulars and the Secretarial Standard on General Meetings, the Company is providing facility of remote e-voting to its Members in respect of all the business to be transacted at the AGM. To ensure seamless and secure voting participation, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL'), which has been appointed as the authorized e-voting service provider. Accordingly, Members shall have the opportunity to exercise their voting rights electronically through the remote e-voting facility prior to the AGM, as well as through the e-voting system available during the AGM, both of which will be administered by CDSL.

The Shareholders are requested to thoroughly review the following instructions pertaining to their participation, e-voting and voting at the AGM. Detailed guidelines on the registration process for email addresses and contact information have been provided within the Notice.

A. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING AGM THROUGH VC/OAVM ARE AS UNDER:

I. The remote e-voting period will begin on **Monday, August 03, 2026 at 09:00 A.M. (IST)** and ends on **Wednesday, August 05, 2026** at **05:00 P.M. (IST)**. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, July 30, 2026, may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date(s) and module of e-voting shall be disabled by CDSL for voting thereafter.

II. The Shareholder(s) who have already voted prior to the AGM, may attend AGM, however he/she would not be entitled to cast vote again at the AGM.

III. The Members can join the AGM through VC/OAVM mode fifteen (15) minutes before the scheduled time of the commencement of the AGM and facility for joining shall be kept open till the expiry of fifteen (15) minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least one thousand (1000) Members on first come first served basis. This will not include large Shareholders (Shareholders holding two percent (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.

IV. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

V. Pursuant to the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and Regulation 44 of the Listing Regulations, listed Companies are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholder's Resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level. Currently, there are multiple e-voting service providers ('ESP's), providing e-voting facility to listed Companies in India. This necessitates registration on various ESPs and maintenance of multiple user ID's and passwords by the Shareholders.

VI. In order to increase the efficiency of the voting process, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. In terms of above said SEBI circular, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. The Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

VII. Login method for e-voting and joining virtual AGM for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders **holding securities** in demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. An 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/myeasitoken/home/login or Members may visit to CDSL website www.cdslindia.com and click on login icon and select 'My Easi New (token)' tab. 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 the 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 vote during the remote e-voting period or joining virtual AGM and voting during the AGM. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, an option to registration is available at https://web.cdslindia.com/myeasitoken/home/login. They can also visit to CDSL website www.cdslindia.com and click on login icon and select 'My Easi New (token)' tab, where registration link will be available. Then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing demat account number and permanent account number ('PAN') from an e-voting link available on www.cdslindia.com (home page). The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, the 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.

Type of Shareholders	Login Method
Individual Shareholders **holding securities** in demat mode with **NSDL**	1. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under login, which is available under IDeAS section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Then click on 'access to e-voting' under e-voting services and you will be able to see e-voting page. Then click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and voting during the AGM. 2. If the user is not registered for IDeAS e-services, option to register is available at NSDL. The user can click at https://eservices.nsdl.com and then select register online for IDeAS portal or click at https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'login' which is available under 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen-digit demat account number holding with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL's depository site wherein you can see e-voting page. Then click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and e-voting during the AGM. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Then You have to enter your 8 digits DP ID, 8 digits Client ID, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL's depository site wherein you can see e-voting page. Then click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual AGM and e-voting during the AGM.
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 DP's registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-voting feature. Then click on Company's name or e-voting service provider name and you will be redirected to e-voting service provider website for casting vote during the remote e-voting period or joining virtual AGM and e-voting during the AGM.

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

Login type	Helpdesk details
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 can contact at toll free no.: 1800 21 09911
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 can contact at toll free no.: 022-4886 7000 and 022-2499 7000
Important note	Members who are unable to retrieve user ID/ password are advised to use forget user ID and forget password option available at above mentioned website.

VIII. Login method for e-voting and joining virtual meeting (AGM) for **Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode** is given below:

a) The Shareholder should log on to the e-voting website www.evotingindia.com.

b) Click on 'Shareholders' module.

c) Now enter your user ID as per instruction below;

- For CDSL: 16 digits beneficiary ID;
- For NSDL: 8 Character DP ID followed by 8 digits Client ID;
- Shareholders holding shares in physical form should enter Folio No. registered with the Company.

d) Next enter the image verification as displayed and click on login.

e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

f) If you are a first-time user follow the steps given below:

For Shareholders holding shares in demat form (other than individual) and/or physical form	
PAN	• Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat Shareholders as well as physical Shareholders). • Shareholders who have not updated their PAN with the Company/ DPs are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend bank details or date of birth ('DOB')	• Enter the dividend bank details or DOB (in dd/mm/ yyyy format) as recorded in your demat account or in the Company's records in order to login. • If both the details are not recorded with the DPs/ Company, please enter the Member ID/Folio No. in the dividend bank details field.

** Mandatory submission*

IX. After entering these details appropriately, click on 'SUBMIT' tab.

X. The Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company, on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XI. For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

XII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

XIII. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XIV. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.

XV. After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

XVI. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.

XVII. You can also take a print of the votes cast by clicking on 'click here to print' option on the voting page.

XVIII. If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on forgot password and enter the details as prompted by the system.

XIX. Additional facility for Non-Individual Shareholders and custodians- For remote voting only:

a) Non-individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians (collectively can be referred as 'entity') are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.

b) A scanned copy of the registration form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.

c) After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.

e) It is mandatory that, a scanned copy of the Board Resolution/Power of Attorney ('POA'), which they have issued in favour of the non-individual Shareholders/custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

f) Alternatively, they can send the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer at his mail address at vasanth@vkbajajassociates.com, or to the Company at secretarial@tciexpress.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system, for the Scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING AGM ARE AS UNDER:

I. The procedure for attending AGM and e-voting on the day of AGM is same as the instructions mentioned above for remote e-voting. The said e-voting facility shall be in operation till all the Resolutions are considered and voted upon in the AGM and may be used for voting only by the Members attending the AGM and who have not exercised their right to vote through remote e-voting.

II. The link for VC/OAVM to attend AGM will be available where the EVSN of Company will be displayed after successful login, as per the instructions mentioned above for remote e-voting.

III. The Shareholders, 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.

IV. The Shareholders are encouraged to join the AGM through laptops or I-Pads for better experience.

V. Further, the Shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.

VI. Please note that Shareholders connecting through mobile devices or tablets or laptop and 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 connections to mitigate any kind of aforesaid glitches.

VII. Only those Shareholders, who are present at the AGM through VC/OAVM 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 available during the AGM.

VIII. If any votes are cast by the Shareholders through e-voting facility available during the AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the Shareholders attending the AGM.

IX. The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date, Thursday, July 30, 2026.

X. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company/RTA, details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

XI. To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. The Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

XII. Any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company and holds shares as of the cut-off date, such Member may obtain the user ID and password by sending a request at helpdesk.evoting@cdslindia.com or secretarial@tciexpress.in. However, if the Member is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.

C. PROCESS FOR SHAREHOLDERS WHOSE E-MAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

I. For Physical Shareholders-Please provide necessary details like Folio No., name, complete address of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR or document in support of address proof by e-mail to RTA at einward.ris@kfintech.com or to the Company at secretarial@tciexpress.in.

II. For Demat Shareholders, including Individual Demat Shareholders: Please provide and update your e-mail address and mobile number with your respective DPs, as these details are mandatory for receiving communications, participating in e-voting and attending the AGM through virtual mode using the Depository-based login facility.

Explanatory Statement and Additional Information in Respect of the Special Business(es)

[Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Secretarial Standard 2 on General Meetings]

Item No. 3: To consider and approve the appointment of Mr. Pavan Kumar Munjuluri (DIN: 01514557) as a Non-Executive Independent Director of the Company, for a first term of five (5) consecutive years, and in this regard, to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Pavan Kumar Munjuluri (DIN: 01514557), as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 27, 2026, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company. In accordance with the said provisions, Mr. Munjuluri holds office up to the date of this 18^{th} AGM and is eligible for appointment as an Independent Director of the Company.

Pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV thereto, and Regulation 16, 17 and 25 of the Listing Regulations, approval of the Members is sought for the appointment of Mr. Pavan Kumar Munjuluri, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from May 27, 2026. The particulars and disclosures relating to his appointment are set out below for the information and consideration of the Members.

Brief Profile, Expertise and Experience

Mr. Pavan Kumar Munjuluri is an Honours Graduate in Science and holds a Master's degree in Business Management from McGill University. He possesses over four decades of extensive professional management and executive leadership experience with reputed multinational and Indian organisations across both private and public sectors.

Over the course of his distinguished career, he has held senior leadership and strategic management positions in diverse industries including consumer goods, packaging, agribusiness, and specialty chemicals. He has demonstrated a consistent track record of leadership, business transformation, operational excellence, strategic planning, and institution building, while upholding high standards of professionalism, governance, integrity, and ethical business practices.

He has played a significant role in building, managing, and scaling large and sustainable business operations and has contributed meaningfully towards organizational growth, corporate governance, stakeholder management, and long-term strategic development. He is presently associated in an advisory and mentoring capacity with various businesses and emerging enterprises, providing strategic guidance on business management, governance, and growth initiatives.

Mr. Munjuluri's extensive professional experience and well-rounded skill set are closely aligned with the Company's Board skill matrix, particularly in the areas of leadership and management, strategic planning, financial and economic acumen, risk oversight, and corporate governance. His strong analytical approach, combined with his experience in complex transactions and capital structuring, equips him to make meaningful contributions to the Board's deliberations on business strategy, financial prudence, and long-term value creation. The Board is of the view that his association will further augment its collective expertise and strengthen its effectiveness in steering the Company's sustainable growth and overall performance.

Mr. Munjuluri does not hold any equity shares in the Company either by himself or on a beneficial basis for any persons in the Company. He is not related to any of the existing Directors of the Company. Additional information in respect of Mr. Munjuluri, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as **Annexure-I** to this Notice.

Eligibility and Compliance Confirmations

The Company has received all necessary disclosures, declarations, confirmations and statutory forms from Mr. Pavan Kumar Munjuluri in accordance with the provisions of the Act, read with rules made thereunder and the Listing Regulations, including the following:

a) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

b) Declaration in Form DIR-8, pursuant to the

Companies (Appointment and Qualification of Directors) Rules, 2014, containing, inter alia, a confirmation that he is not disqualified from being appointed as a Director in terms of the provisions of the Act;

c) Disclosure of interest in Form MBP-1, pursuant to Section 184(1) of the Act, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014;

d) 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 Regulation 16(1)(b) of the Listing Regulations;

e) Declarations under the SEBI (Prohibition of Insider Trading) Regulations, 2015;

f) Declaration that he has not been debarred from holding office of a Director, by virtue of any order passed by SEBI/MCA or any other such authority;

g) A declaration that he is in compliance with Rule 6 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 and qualification of the online proficiency self-assessment test or exemption therefrom, as applicable.

Based on the declarations received from Mr. Pavan Kumar Munjuluri and upon evaluation in accordance with the prescribed criteria for appointment of an Independent Director, the Board/Committee is of the opinion that he fulfils the conditions specified under the Act, read with the rules made thereunder, as well as the applicable provisions of the Listing Regulations. The Board further believes that his rich experience, professional expertise, and strategic perspective will add significant value to the Company, and accordingly recommends his appointment in the best interest of the Company.

Remuneration

In line with the Company's Nomination and Remuneration Policy, Mr. Pavan Kumar Munjuluri will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/Committee meetings and commission on a yearly basis of such sum as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee, within the overall limits under the Act and approved by the Shareholders in aggregate payable to all Non-Executive Directors put together.

Mr. Munjuluri, being an Independent Director of the Company, shall not be entitled to participate in employee stock option scheme of the Company, in accordance with the applicable provisions of the Act, Listing Regulations and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Inspection and Disclosure of Interest

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office and Corporate Office between 2.00 P.M. and 5.00 P.M. on all working days (except Saturdays, Sundays and Holidays). Such document shall also be made available on the Company's website at www.tciexpress.in to facilitate online inspection up to the date of AGM.

The appointee Mr. Pavan Kumar Munjuluri (including his relatives) may be treated as interested in this Resolution, in his personal capacity. No other Director/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board accordingly recommends the Resolution for the approval of Members.

Item No. 4: To consider and approve the appointment of Mr. Vikram Singh Mehta (DIN: 02200425) as a Non-Executive Independent Director of the Company, for a first term of five (5) consecutive years, and in this regard, to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Vikram Mehta (DIN: 02200425), as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 27, 2026, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company. In accordance with the said provisions, Mr. Mehta holds office up to the date of this 18th AGM and is eligible for appointment as an Independent Director of the Company.

Pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV thereto, and Regulation 16, 17 and 25 of the Listing Regulations, approval of the Members is sought for the appointment of Mr. Vikram

Mehta, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from May 27, 2026. The particulars and disclosures relating to his appointment are set out below for the information and consideration of the Members.

Brief Profile, Expertise and Experience

Mr. Vikram Singh Mehta is a rank-holder Chartered Accountant and holds a Master of Business Administration degree from the University of Virginia, Darden School of Business. He is currently a Partner at HLB Avaant Advisory LLP and brings with him extensive and diverse experience in corporate advisory, including corporate restructuring, mergers and acquisitions, capital structuring, and debt and private equity advisory.

Over the course of his career, Mr. Mehta has advised organizations across sectors on complex strategic and financial matters, demonstrating strong leadership and management capabilities, coupled with a visionary approach towards business growth and transformation. His ability to analyse intricate financial and business situations reflects his astute analytical abilities and enables effective decision-making at the Board level.

His expertise in transaction advisory and capital structuring contributes significantly to the Company's requirements in accounting, finance and taxation, as well as broader economic and financial understanding. His experience in evaluating investment opportunities and structuring deals also strengthens the Board's oversight in risk management and long-term value creation.

While not from a core logistics background, his cross-sector advisory exposure equips him with a strong understanding of business models, enabling him to contribute meaningfully to strategic discussions. His extensive experience provides valuable insights into finance, governance, business transformation, technology-enabled processes and stakeholder management. Through his association with leading industry bodies and social organizations, he also demonstrates a commitment to responsible business practices, sustainability and long-term value creation.

Mr. Mehta's diverse professional background and multidimensional skill set are well aligned with the Company's Board skill matrix, particularly in the areas of leadership and management, strategic vision, financial and economic expertise, risk management, and governance. His strong analytical capabilities, coupled with his experience in complex transactions and capital structuring, position him to contribute effectively to the Board's deliberations on business strategy, financial discipline, and long-term value creation. The Board is of the view that his induction will further strengthen its collective capabilities and enhance its effectiveness in guiding the Company's sustainable growth and overall performance.

Mr. Mehta does not hold any equity shares in the Company either by himself or on a beneficial basis for any persons in the Company. He is not related to any of the existing Directors of the Company. Additional information in respect of Mr. Mehta, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as **Annexure-I** to this Notice.

Eligibility and Compliance Confirmations

The Company has received all necessary disclosures, declarations, confirmations and statutory forms from Mr. Vikram Singh Mehta in accordance with the provisions of the Act, read with rules made thereunder and the Listing Regulations, including the following:

a) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

b) Declaration in Form DIR-8, pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, containing, inter alia, a confirmation that he is not disqualified from being appointed as a Director in terms of the provisions of the Act;

c) Disclosure of interest in Form MBP-1, pursuant to Section 184(1) of the Act, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014;

d) 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 Regulation 16(1)(b) of the Listing Regulations;

e) Declarations under the SEBI (Prohibition of Insider Trading) Regulations, 2015;

f) Declaration that he has not been debarred from holding office of a Director, by virtue of any order passed by SEBI/MCA or any other such authority;

g) A declaration that he is in compliance with Rule 6 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 and qualification of the online proficiency self-assessment test or exemption therefrom, as applicable.

Based on the declarations received from Mr. Vikram Singh Mehta and upon evaluation in accordance with the prescribed criteria for appointment of an Independent Director, the Board is of the opinion that he fulfils the conditions specified under the Act, read with the rules made thereunder, as well as the applicable provisions of the Listing Regulations. The Board further believes that his rich experience, professional expertise, and strategic perspective will add significant value to the Company, and accordingly recommends his appointment in the best interest of the Company.

Remuneration

In line with the Company's Nomination and Remuneration Policy, Mr. Vikram Mehta will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/Committee meetings and commission on a yearly basis of such sum as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee, within the overall limits under the Act and approved by the Shareholders in aggregate payable to all Non-Executive Directors put together.

Mr. Mehta, being an Independent Director of the Company, shall not be entitled to participate in employee stock option scheme of the Company, in accordance with the applicable provisions of the Act, Listing Regulations and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Inspection and Disclosure of Interest

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office and Corporate Office between 2.00 P.M. and 5.00 P.M. on all working days (except Saturdays, Sundays and Holidays). Such document shall also be made available on the Company's website at www.tciexpress.in to facilitate online inspection up to the date of AGM.

The appointee Mr. Vikram Singh Mehta (including his relatives) may be treated as interested in this Resolution, in his personal capacity. No other Director/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board accordingly recommends the Resolution for the approval of Members.

Item No. 5: Re-appointment of Mr. Chander Agarwal (DIN: 00818139) as Managing Director of the Company, for a further term of five (5) consecutive years, including approval of remuneration and the terms and conditions of his re-appointment, and in this regard, to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

Mr. Chander Agarwal- Managing Director of the Company was re-appointed by the Members of the Company through a Special Resolution passed at the 13th AGM held on July 28, 2021, for a period of five (5) years commencing from August 18, 2021, on the terms and conditions, including remuneration, as approved by the Members.

During his tenure, Mr. Chander Agarwal has provided effective leadership and strategic direction to the Company and has played a significant role in strengthening its governance framework, operational efficiency, and overall business performance. Under his guidance, the Company has expanded its operational capabilities, enhanced its service offerings, and further reinforced its position in the express logistics sector. Further, in line with the Company's strategic objective of expanding its global footprint, the Company has incorporated a wholly owned subsidiary, TCI Express Pte. Ltd., wherein Mr. Agarwal has been appointed as a Managing Director to oversee its key business operations and strategic initiatives, thereby contributing to the Company's international growth and expansion strategy.

The present term of office of Mr. Chander Agarwal as Managing Director of the Company is scheduled to expire on August 17, 2026 and, in accordance with the applicable provisions of the Act, including Sections 196, 197 and other relevant provisions, read with Schedule V thereto, and the Listing Regulations, his re-appointment, including the terms and conditions of remuneration, is required to be considered and approved by the Members of the Company at the AGM.

Based on the declarations and confirmations received from Mr. Chander Agarwal and after considering the applicable provisions of Sections 196, and other relevant provisions of the Act, read with Schedule V thereto, the Company is of the view that Mr. Agarwal fulfils all the conditions prescribed under the Act for his re-appointment as Managing Director of the Company, except for the residency requirement stipulated under Schedule V to the Act.

Further, considering the Company's long-term strategic objective of expanding its international operations and strengthening its global presence, it is envisaged that Mr. Agarwal may continue to remain stationed outside India for extended periods in connection with the Company's overseas business operations and strategic initiatives. Notwithstanding the above, it is hereby clarified that Mr. Agarwal's primary responsibility and commitment shall continue to remain with TCI Express Limited, and he shall continue to provide strategic direction, leadership and oversight to the Company's operations in India, as he has been doing hitherto. His continued involvement in overseas operations is intended to complement and strengthen the Company's global presence, with the ultimate objective of enhancing the overall business performance and long-term growth of TCI Express Limited, both in India and internationally.

In order to ensure timely regulatory compliance, it is proposed to obtain the requisite approval(s) from the Central Government, if and to the extent required, pursuant to the approval of the Members of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 27, 2026, approved and recommended the re-appointment of Mr. Chander Agarwal as Managing Director of the Company for a further term of five (5) years, subject to obtaining such statutory approvals, including the approval of the Central Government, as may be required. The Members are requested to consider and approve his re-appointment based on the information and disclosures set out below.

Brief Profile, Expertise and Experience

Mr. Chander Agarwal has been associated with the TCI Group for over two decades. During his tenure as Joint Managing Director of Transport Corporation of India Limited, he played a pivotal leadership role across the Company's diversified business verticals, including freight transportation, supply chain solutions, seaways, and other integrated logistics services, both in India and internationally. He has also played an instrumental role in strengthening the Group's international presence and expanding operations across overseas, including Singapore, Brazil, Indonesia, and Africa.

Following his long-standing association with the TCI Group, Mr. Chander Agarwal assumed leadership of TCI Express Limited in 2016 and played a pivotal role in establishing it as an independent Company pursuant to its demerger. As Founder and Promoter, he led the transition from a business division to a standalone listed entity, positioning the Company as a focused player in the high-growth express delivery segment. Under his leadership, the Company has witnessed significant expansion and transformation, its network has grown from 550 branches in 2017 to over 970 company-owned offices, with reach expanding from approximately 40,000 to over 60,000 delivery locations covering more than 29,000 PIN codes. Its multimodal capabilities have strengthened with air gateways increasing from 24 to over 150 and 165 rail routes, establishing a strong presence in the specialised B2B express segment.

He has also driven technological advancement through initiatives such as the 'GIGA' sorting centre in Gurugram (2022) and a similar facility in Chakan, Pune, with AI-enabled systems capable of processing up to 15,000 packages per hour, with near-zero error rates. As the Company marked its tenth year as an independent entity in FY 2025–26, it has expanded its presence to over 200 countries, operates 28 sorting centres, and has grown its fleet from 4,000 to over 5,500 vehicles.

The Company has also undertaken significant capacity expansion, with capital expenditure increasing substantially from approximately ₹105 crore in FY 2017 to over ₹ 523 crore, reflecting its focus on strengthening infrastructure and long-term growth capabilities. Financially, the Company has demonstrated strong performance, with revenue increasing from ₹755 crore in FY 2017 to over ₹1,221 crore, while maintaining a debt-free position and approximately 10% market share among organised players, supported by a workforce of over 3,000 employees.

He has also played a key role in driving the international expansion strategy of the TCI Group and TCI Express, including the establishment of subsidiaries and associate entities across various jurisdictions. Under his leadership, the Company incorporated its wholly owned subsidiary ('Wos' or 'subsidiary'), TCI Express Pte. Ltd., situated at Singapore, and Mr. Agarwal was appointed as Managing Director and Key Managerial Personnel of the said subsidiary, with due approval of the Board. He continues to oversee the operations and strategic direction of the subsidiary and is expected to further strengthen the Company's international business presence and global expansion initiatives, while continuing to maintain his primary focus on the sustained growth, operations, and overall success of the Company's business in India.

His leadership has been widely recognised, earning him accolades such as Most Promising Business Leaders of Asia 2025-26 and ET Young Industry Leader 2025. Further, under his guidance, TCI Express has received several prestigious recognitions, including Great Place to Work Certified (Dec 2025-Dec 2026), ET Edge Sustainable Organisations 2025, India's Most Preferred Brand 2025–26, Iconic Brands of India 2025, and the Rajasthan Business Award for 'Best in Logistics' 2025, reflecting the Company's strong performance, governance standards, and commitment to excellence.

He has consistently promoted sustainable business practices with emphasis on environmental responsibility, energy efficiency, diversity, and social initiatives including education and community development. Through his engagement with industry bodies such as FICCI and the PHD Chamber of Commerce, he demonstrates a strong commitment to industry development, policy advocacy and responsible business practices. He is also an active member of the Entrepreneurs' Organization, contributing to a global network of entrepreneurs focused on leadership development and knowledge sharing.

Qualifications, Eligibility Criteria and Compliance Framework

Mr. Chander Agarwal holds a Bachelor's degree in Business Administration from Bryant College, USA, and has completed the Owner/President Management Program ('OPM') at Harvard Business School. He has also completed various Executive and Management Development Programmes conducted by the National University of Singapore as part of his professional and leadership development initiatives.

He is eligible for appointment as Director under the provisions of the Act and has not been prohibited, restricted, or disqualified from holding the office of Director or accessing the capital markets by any order of the SEBI, MCA or any other statutory or regulatory authority.

He has submitted his written consent to act as Director in the prescribed Form DIR-2, and has duly provided all other statutory declarations and disclosures, including but not limited to Form MBP-1 (Disclosure of Interest by Director), Form DIR-8 (Disclosure by Director), required under the Act, the Listing Regulations and other applicable laws.

The above declarations, along with further details relating to his directorships, committee positions, shareholding, interests, and resignation particulars, have been duly taken by the Company. Additional information in respect of Mr. Chander Agarwal, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as **Annexure-I** to this Notice.

The Board considers the continued association of Mr. Chander Agarwal to be of considerable value to the Company in view of his extensive experience, strategic insight and deep understanding of the logistics and express distribution industry. His leadership in overseeing the Company's domestic and international operations, coupled with his continued involvement in the affairs of the Company and its group entities, contributes significantly to the Company's growth and long-term objectives. The Board is therefore of the opinion that his appointment would be beneficial to the Company and its stakeholders.

KEY TERMS GOVERNING THE PROPOSED RE-APPOINTMENT

Tenure of Appointment

Re-appointment of Mr. Chander Agarwal as the Managing Director of the Company shall be for a period of five (5) consecutive years, commencing from August 18, 2026 and concluding on August 17, 2031, subject to the provisions of Section 196 and other applicable provisions of the Act, read with Schedule V thereto, and subject to the approval of the Shareholders, subsequent approval of Central Government and such other authorities as may be required.

Role, Duties and Responsibilities

Subject to the provisions of the Act and the Articles of Association of the Company, Mr. Chander Agarwal shall exercise such powers and perform such duties as may be delegated by the Board of Directors from time to time. He shall function under the overall superintendence, control and direction of the Board and shall be responsible for the Management and affairs of the Company, including its day-to-day operations and strategic oversight.

He shall devote his whole time and attention to the business of the Company, its subsidiaries, associate, and/or joint venturers, as the case may be, including serving on their Boards or Committees.

Remuneration Structure

The remuneration payable to Mr. Chander Agarwal shall be determined and paid in accordance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V thereto, and the Listing Regulations, as amended from time to time.

The remuneration shall comprise basic salary, allowances, perquisites, commission, retirement and such other benefits as may be approved by the Board and/or the Nomination and Remuneration Committee from time to time, within the overall limits prescribed under applicable laws. The same shall be structured in the manner set out below and shall be governed by the Company's policies. The valuation of such remuneration and benefits shall be carried out in accordance with the provisions of the Income-tax Act, 2025 or, where applicable, the Income-tax Act, 1961 (collectively referred to as 'the Income -tax Act'), as may be in force from time to time.

A. Basic Salary

Mr. Chander Agarwal shall be entitled to receive basic salary within the range of ₹40,00,000 (Rupees Forty Lakh only) to ₹75,00,000 (Rupees Seventy-Five Lakh only) per month, as may be determined by the Board of Directors/Nomination and Remuneration Committee from time to time.

B. Allowances, Perquisites and Benefits

- **Accommodation/HRA:** Provision of rent-free residential accommodation (furnished or otherwise) or house rent allowance ('HRA'), not exceeding 50% of the basic salary or such limits as may be permissible under applicable laws and the Company's policies, along with utilities and maintenance expenses;
- **Leave and Travel Benefits:** Leave travel allowance and leave encashment shall be provided in accordance with the applicable provisions of the Income-tax Act, and the Company's policies, as may be in force from time to time
- **Medical Benefits:** Medical benefits including reimbursement of medical expenses and/or medical allowance, along with hospitalization and related medical coverage for self and eligible family members, shall be provided in accordance with the Company's policies and applicable laws.
- **Insurance Coverage:** Insurance coverage including life insurance, personal accident insurance, and such other applicable insurance benefits for the employee (and where applicable, eligible family members) shall be provided in accordance with the Company's policies and the terms of the respective insurance schemes.
- **Transportation, Communication facilities and Membership to Clubs & Association:** The Company shall, in accordance with its applicable policies, provide or reimburse expenses towards:

  i. Transportation facilities, including maintained cars with chauffeurs for official purposes;

  ii. Telecommunication and digital connectivity facilities for official use; and

  iii. Membership of clubs and professional or industry associations.

  for official purposes, and such amounts shall be reimbursed at actuals where initially borne by the employee and shall not be treated as perquisites.
- **Business and Official Expenses:** Reimbursement of all reasonable and legitimate expenses incurred in the performance of official duties, including travel, conveyance, and business-related entertainment, in accordance with the Company's policies and approval mechanisms, such reimbursements shall not form part of the remuneration.
- **General Employee Welfare and Benefit Entitlements**: He shall be entitled to such other benefits, perquisites and allowances, whether monetary or non-monetary, as may be applicable to senior management personnel of the Company, in accordance with the Company's policies and applicable laws, as in force from time to time, and as may be determined and approved by the Board or the Nomination and Remuneration Committee from time to time. The aggregate value of benefits, allowances, and perquisites, excluding HRA, shall not exceed 30% of the basic salary.

C. Retirement Benefits

- **Provident Fund:** Contribution to the provident fund shall be made in accordance with the provisions of the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and the Employees' Provident Funds Scheme, 2026, as amended or modified from time to time.
- **Superannuation/Annuity Fund:** Contribution to the superannuation fund and/or annuity fund shall be made in accordance with applicable laws

and the Company's policy, as may be in force from time to time.

- **Gratuity:** Gratuity shall be payable in accordance with the provisions of the Payment of Gratuity Act, 1972 or the Code on Social Security, 2020, upon its enforcement, and the Company's policy, as applicable.

  The Company's contribution to the provident fund, superannuation fund and/or annuity fund, and gratuity shall not be included in computing the overall ceiling on remuneration and perquisites, to the extent permissible under the Act and the Income-tax Act.

  The above benefits shall be governed by the applicable provisions of law as in force from time to time. In the event of any amendment, modification, or re-enactment of applicable laws, including labour codes or any other relevant legislation, such provisions shall apply mutatis mutandis, and the terms hereof shall stand modified to the extent necessary to ensure compliance, without requiring any further approval.

D. Performance Based Commission

In addition to the above, Mr. Chander Agarwal shall also be entitled to commission/incentive-based remuneration linked to performance, which shall be determined based on achievement of prescribed business targets, key performance indicators ('KPI's), strategic and operational objectives, and such other performance parameters as may be approved and evaluated by the Board of Directors and/or the Nomination and Remuneration Committee from time to time.

The commission shall be paid at a rate as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, subject to an overall ceiling not exceeding 5% of the net profits of the Company in any financial year, computed in accordance with Section 198 of the Act and within the limits prescribed under Section 197 of the Act, read with the rules made thereunder.

The payment may be made on a pro-rata monthly, quarterly, or yearly basis, or as a combination thereof, as may be determined and approved by the Board of Directors and/or the Nomination and Remuneration Committee.

E. Stock Options

Mr. Chander Agarwal will not be entitled for grant of stock options under Employee Stock Option Scheme(s) of the Company.

F. Minimum Remuneration

Where in any financial year, during the tenure of Mr. Chander Agarwal, the Company has no profits or its profits are inadequate, the Company shall pay to him remuneration as specified in the Resolution as the minimum remuneration for such period as may be statutorily permitted, however not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time. The requisite disclosure under Schedule V, shall prepared in the year of its applicability for the reference of Shareholders.

G. Overall remuneration

The remuneration payable to Mr. Chander Agarwal, including basic salary, allowances, perquisites, commission, incentives, retirement and other benefits, may exceed the individual remuneration limit of 5% of the net profits of the Company in any financial year prescribed under Section 197(1) of the Act, and/or the remuneration thresholds under Regulation 17(6)(e) of the Listing Regulations, being ₹5 crore or 2.5% of the annual net profits of the Company, whichever is higher, or, where there is more than one Executive Director, 5% of the annual net profits of the Company for all such Executive Directors taken together, computed in accordance with Section 198 of the Act. Provided that the aggregate remuneration payable to the Managing Director together with the remuneration payable to the other Whole-time Director(s) and/or Manager, if any, shall not exceed 10% of the net profits, computed in accordance with Section 198 of the Act and shall, in all circumstances, remain within the overall limits of managerial remuneration prescribed under the Act, Schedule V thereto, the Listing Regulations and other applicable statutory provisions, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

In line with the applicable provisions of law and subject to such approvals as may be required, the remuneration, perquisites, commission, and/or any other benefits payable to Mr. Chander Agarwal may be paid, provided, or borne by the holding, or/and subsidiary, or associate company(ies), as may be determined, in accordance with the provisions of the Act and other applicable laws governing such entities. For the purpose of computation of total remuneration, the exchange rate prevailing on the date of approval/consideration shall be considered.

The Board of Directors (including the Nomination and Remuneration Committee) shall have the authority, at its discretion, to fix, revise and vary the salary within the aforesaid range and to grant annual increments, based on an evaluation of the Company's performance, applicable industry benchmarks and the individual performance of Mr. Chander Agarwal, in accordance with the Company's Remuneration Policy, other applicable policies of the Company, and the applicable provisions of law.

OTHER TERMS AND CONDITIONS

a) Key Managerial Personnel

Mr. Chander Agarwal shall continue to act as a Key Managerial Personnel ('KMP'), pursuant to Sections 2(51) and 203 of the Act.

b) Directorship in Other Entities

He may hold office as Director, including Managing Director, in other companies, including subsidiaries and group companies, subject to compliance with the applicable provisions of the Act, the Listing Regulations, and other applicable laws and regulatory requirements governing such appointments.

c) Compliance with Company Policies, Codes and Rules

All policies, codes, and related rules of the Company applicable to other employees shall equally apply to him, unless specifically provided otherwise.

d) Termination of Appointment

Either party may terminate the appointment by providing six (6) months' prior written notice to the other party. Notwithstanding the foregoing, the Company shall be entitled to terminate the employment without notice in the event he is found guilty of gross negligence, misconduct, or breach of duties. No severance compensation shall be payable, unless otherwise determined by the Board and permissible under applicable law.

Upon such termination, Mr. Chander Agarwal shall forthwith cease to hold any office held by him in the Company, its subsidiaries, associate companies, or joint venture companies, without any right or claim to compensation for loss of office.

In terms of Section 190 of the Act, no formal contract of service with Mr. Chander Agarwal will be executed and this Resolution along with its Explanatory Statement (together with Annexure thereto) be considered as memorandum setting out terms and conditions of appointment and remuneration of Mr. Chander Agarwal as Managing Director.

A copy of the draft Resolution setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office and Corporate Office between 2.00 P.M. and 5.00 P.M. on all working days (except Saturdays, Sundays and Holidays). Such document shall also be made available on the Company's website at www.tciexpress.in to facilitate online inspection up to the date of AGM.

The appointee Mr. Chander Agarwal (including his relatives) may be treated as interested in this Resolution. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board accordingly recommends the Resolution for the approval of Members.

Item No. 6: To approve the payment of commission to the Non-Executive Directors and/or Independent Directors and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

Pursuant to the provisions of Section 197 of the Act and Regulation 17 of the Listing Regulations, the Members of the Company, at the 13th AGM held in the year 2021, had accorded their approval for payment of remuneration by way of commission to the Non-Executive Directors of the Company, not exceeding 0.50% of the net profits of the Company for each financial year, for a period of five years commencing from April 1, 2021 up to March 31, 2026.

The said approval was granted in recognition of the valuable contribution made by the Non-Executive Directors in providing strategic guidance and strengthening the governance framework of the Company. The Non-Executive Directors continue to bring diverse experience, expertise and independent judgement to the Board, contributing meaningfully to its deliberations and decision-making process. Their continued guidance and oversight support the maintenance of high standards of corporate governance, transparency and accountability, while also contributing to the Company's long-term strategy, sustainable growth and value creation.

The performance and contribution of the Non-Executive Directors, including Independent Directors, are evaluated based on various parameters such as their participation in Board and Committee meetings, strategic inputs, governance oversight, independent judgement and overall contribution towards the Company's growth, performance and long-term value creation. Based on the outcome of such evaluation and considering their continued guidance, expertise and valuable contribution to the affairs of the Company, the Board is of the view that the proposed payment of commission is appropriate and commensurate with their role and responsibilities.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 27, 2026, has approved and recommended to the Members, payment of remuneration by way of commission or such other permissible mode to the Non-Executive Directors (including Independent Directors) of the Company, for a further period of five years commencing from April 1, 2026 to March 31, 2031.

The aggregate remuneration payable to the Non-Executive Directors shall not exceed 0.50% of the net profits of the Company for each financial year, computed in accordance with the provisions of Section 198 of the Act and rules made thereunder. The said remuneration shall be distributed amongst the Non-Executive Directors in such proportion and manner as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee.

This remuneration shall be in addition to the sitting fees payable for attending meetings of the Board and its Committees, and reimbursement of expenses incurred in connection therewith.

All the Non-Executive Directors of the Company, including Independent Directors, and their respective relatives, may be deemed to be concerned or interested in the Resolution to the extent of remuneration that may be received by them. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board accordingly recommends the Resolution for the approval of Members.

By Order of the Board of Director
For **TCI Express Limited**

Priyanka
(Company Secretary & Compliance Officer)
Membership No. 36870

Date: May 27, 2026
Place: Gurugram

Registered Office:
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Email: secretarial@tciexpress.in
Website: www.tciexpress.in
Tel: +91-40-27840104

Annexure- I of AGM Notice

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Sr. No.	Particulars	Mr. Pavan Kumar Munjuluri	Mr. Vikram Singh Mehta	Mr. Chander Agarwal	Mr. Vineet Agarwal
1.	DIN	01514557	02200425	00818139	00380300
2.	Date of Birth	September 01, 1959	June 19, 1974	December 26, 1978	September 16, 1973
3.	Age as on Report date	66	51	47	52
4.	Nationality	Indian	Indian	Indian	Indian
5.	Date of first Appointment on the Board	May 27, 2026	May 27, 2026	October 07, 2015	October 07, 2015
6.	Qualifications	He holds a Bachelor of Science (Honours) degree from Hyderabad and a Master's degree in Business Management from McGill University, Montreal, Canada.	He is a Chartered Accountant and holds a Master of Business Administration degree from the University of Virginia, USA.	He holds a Bachelor's degree in Business Administration from the United States and has completed ManagementProgram at Harvard Business School.	He holds a Bachelor's degree from Carnegie Mellon University, USA, and has completed Management Program at Harvard Business School.
7.	Brief Resume including his skills, expertise in specific functional area	For a detailed overview of the relevant skills and areas of expertise, please refer to the Explanatory Statement.	For a detailed overview of the relevant skills and areas of expertise, please refer to the Explanatory Statement.	For a detailed overview of the relevant skills and areas of expertise, please refer to the Explanatory Statement.	He possesses extensive experience in the logistics and supply chain industry, with strong expertise in business strategy, operations, and infrastructure development. He has played a significant role in the growth and transformation of the TCI Group, driving operational excellence, expansion of multimodal logistics services, and adoption of technology-led solutions.
8.	Relationships between Directors and KMP inter-se	He is not related to any Director or KMP.	He is not related to any Director or KMP.	Related to Mr. D.P. Agarwal, Chairman, and Mr. Vineet Agarwal, Non-Executive Director of the Company.	Related to Mr. D.P. Agarwal, Chairman and Mr. Chander Agarwal, Managing Director of the Company.
9.	Terms and conditions of appointment/re-appointment	He is proposed to be appointed as Non-Executive Independent Director for a first term of five years, not liable to retire by rotation. For further details regarding the terms and conditions of appointment, kindly refer Notice of the AGM, read in conjunction with the Explanatory Statement.	He is proposed to be appointed as Non-Executive Independent Director for a first term of five years, not liable to retire by rotation. For further details regarding the terms and conditions of appointment, kindly refer Notice of the AGM, read in conjunction with the Explanatory Statement.	He is proposed to be re-appointed as Managing Director for further period of five years, not liable to retire by rotation. For further details regarding the terms and conditions of re-appointment, kindly refer Notice of the AGM, read in conjunction with the Explanatory Statement.	He is proposed to be re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Sr. No.	Particulars	Mr. Pavan Kumar Munjuluri	Mr. Vikram Singh Mehta	Mr. Chander Agarwal	Mr. Vineet Agarwal
10.	Number of shares held in the Company, including shareholding as a beneficial owner	0	0	9,17,131	20,05,896
11.	Number of Board Meetings attended during the FY 2025-26	NA	NA	Four	Four
12.	List of Directorships held in other Companies (including Listed, Public, Private Companies and excluding Foreign and Section 8 Companies)	None	Shade Capital Private Pvt. Ltd.	1) Transport Corporation of India Ltd. 2) TCI Developers Ltd. 3) TCI Infrastructure Ltd. 4) Arham Veeram Integrated Business Park Ltd. 5) TCI Apex-Pal Hospitality India Pvt. Ltd. 6) Gloxinia Farms Pvt. Ltd. 7) Omai Tech Pvt. Ltd. 8) TCIEx Skillstech Pvt. Ltd. 9) TCI ExpressAI_5PL Pvt. Ltd. 10) TCIEX Realty Pvt. Ltd.	1) Transport Corporation of India Ltd. 2) Somany Ceramics Ltd. 3) SRF Ltd. 4) TCI Developers Ltd. 5) TCI Cold Chain Solutions Ltd. 6) Gloxinia Farms Pvt. Ltd. 7) TCI Chemlog Pvt. Ltd. 8) Transystem Logistics International Pvt. Ltd. 9) Loglabs Ventures Pvt. Ltd. 10) TCI-CONCOR Multimodal Solutions Pvt. Ltd.
13.	List of Chairpersonship/ Membership of the Board of Directors of TCI Express Ltd., and other Companies (including Listed, Public, Private Companies and excluding Foreign and Section 8 Companies)	None	None	**1) Transport Corporation of India Ltd.** a) Corporate & Restructuring Committee b) Corporate Social Responsibility Committee c) Stakeholder's Relationship Committee d) Share Transfer Committee **2) TCI Express Ltd.** a) Corporate Social Responsibility Committee b) Risk Management Committee c) Share Transfer Committee **3) TCI Developers Ltd.** a) Stakeholder's Relationship Committee	**1) Transport Corporation of India Ltd.** a) Risk Management Committee b) Share Transfer Committee c) Corporate & Restructuring Committee d) Executive Authorization Committee **2) TCI Express Ltd.** a) Audit Committee b) Stakeholders Relationship Committee c) Share Transfer Committee **3) SRF Ltd.** a) Nomination and Remuneration Committee **4) Somany Ceramics Ltd.** a) Audit Committee b) Risk Management Committee c) Nomination and Remuneration Committee

Notice (contd.)

Sr. No.	Particulars	Mr. Pavan Kumar Munjuluri	Mr. Vikram Singh Mehta	Mr. Chander Agarwal	Mr. Vineet Agarwal
					5) TCI Developers Ltd. a) Audit Committee b) Nomination and Remuneration Committee c) Stakeholders Relationship Committee d) Share Transfer Committee
14.	Resignation details in the listed entities during the last three (3) years	NACL Industries Ltd.	None	None	None
15.	Remuneration details paid for the FY 2025-26, Including sitting fees and commission (₹ in Crores)	NA	NA	11.28	0.06 [Note]
16.	Details of proposed remuneration	kindly refer to the Notice of AGM, read in conjunction with the Explanatory Statement.	kindly refer to the Notice of AGM, read in conjunction with the Explanatory Statement.	kindly refer to the Notice of AGM, read in conjunction with the Explanatory Statement.	NA

Note: The remuneration disclosed above represents the commission paid during the year.