



TCI INDUSTRIES LIMITED

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Ref. No.: TCIIL/BSE/016/26-27

06 July 2026

Electronic Filing

To,

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

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

Sub.: Notice of 61st Annual General Meeting, Book Closure and E-Voting information.

Dear Sir/ Ma'am,

We would like to inform your esteemed Exchange that the **61st Annual General Meeting** (AGM) of the Company is scheduled to be held on Tuesday, **28 July 2026** at **11:00 a.m.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Accordingly, we are enclosing herewith Notice of the 61st Annual General Meeting of the Company scheduled to be held on 28 July 2026.

Further, in compliance with the **Regulation 36** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and in accordance with the relevant circulars issued by the MCA & SEBI, the 61st Annual Report including Notice of the AGM has been sent today i.e. on 06 July 2026 only in electronic mode to Members whose e-mail IDs are registered with the Company or the Depositories;

Further, in compliance with the **Regulation 42** of the Listing Regulations, this is to inform you that the register of Members and Share Transfer Books of the Company will remain closed from 22 July 2026 to 28 July 2026 (both days inclusive) for the purpose of AGM.

Further, in compliance with the **Regulation 44** of the Listing Regulations, the Company has provided the remote e-Voting facility to all its Members as on the cut-off date of 21 July 2026. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-Voting facility. The remote e-voting facility shall commence on 25 July 2026 and 09:00 AM (IST) and end on 27 July 2026 and 05:00 PM (IST).

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

Thanking You,
For **TCI Industries Limited**

Anisha Dad
Company Secretary and Compliance Officer
Membership Number: A76458

Encl.: As above.

NOTICE

Notice is hereby given that the **SIXTY-FIRST ANNUAL GENERAL MEETING** (AGM) of the Members of **TCI INDUSTRIES LIMITED** will be held on Tuesday, 28 July 2026 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (OAVM), to transact the businesses mentioned below.

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

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 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 Financial Statements of the Company for the financial year ended 31 March 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Shri Dharmpal Agarwal (DIN: 00084105), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Shri Dharmpal Agarwal (DIN: 00084105), who retires by rotation at this meeting and being eligible for re-appointment and has offered himself, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Shri Vikas Agarwal (DIN: 00052738), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Shri Vikas Agarwal (DIN: 00052738), who retires by rotation at this meeting and being eligible for re-appointment and has offered himself, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

4. To re-classify the unissued portion of the Authorised Share Capital and consequent alteration in the Capital Clause of Memorandum of Association of the Company to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the unissued portion of the Authorised Share Capital of the Company be and is hereby reclassified from Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 12,40,000 (Twelve Lakh Forty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each to 32,40,000 (Thirty-Two Lakhs Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 3,24,00,000/- (Rupees Three crore Twenty-Four Lakhs only) and 12,76,000 (Twelve Lakhs Seventy-Six Thousand) Preference Shares of Rs. 100/- (Rupee One Hundred) each aggregating to Rs 12,76,00,000/- (Rupees Twelve crores Seventy-Six Lakhs only), total aggregating

to Rs. 16,00,00,000/- (Rupees Sixteen crores only) and consequently the existing Clause 5 of the Memorandum of Association of the Company be and is hereby repealed and replaced with the following new Clause 5:

- ‘5. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 32,40,000 (Thirty-Two Lakhs Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 12,76,000 (Twelve Lakh Seventy-Six Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each with powers to increase or decrease, consolidate or sub-divide the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, redeemable, convertible, deferred, qualified or special rights, privileges and restrictions or conditions as regards dividends, voting or return of capital or otherwise, in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force.’

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf), be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals, in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any of the Director(s), Company Secretary or any other Officer(s).”

5. Issue of Redeemable Preference Shares on private placement basis to the Promoter(s) & Promoter Group entities and Related Parties of the Company to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 43 and 55 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment(s) thereof), for the time being in force (the “Companies Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, the

regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, including any amendment, modification, variation or re-enactment thereof and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company as applicable, and on such terms and conditions, alteration and modification as may be considered appropriate and agreed to by the Board of Directors of the Company (herein after referred to as the “Board” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded to create, offer, issue, invite to subscribe and allot, in one or more tranches, on a private placement basis, through offer letter and/or circular and/or information memorandum and/or such documents/writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion, such number of Preference Shares of Face Value of Rs. 100/- (Rupees one hundred only) each, at an issue price of Rs. 400/- (Rupees Four Hundred only) each (including premium of Rs. 300/- each), for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore only), as Non-Convertible Redeemable Preference Shares (“NCRPS”), the Promoter(s)/ Promoter Group entities (including Associate Companies) and Related Parties of the Company from time to time, for cash, with such rights and privileges and on such terms and conditions as detailed herein including but not limited as to the rate of dividend, redemption period, manner of redemption, if any, by the Company in this regard and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT each NCRPS shall:

- a. carry a preferential right vis-a-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- b. be non-participating in the surplus funds;
- c. shall be non-participating in surplus assets and

profits which remain after the entire capital has been repaid, on winding up of the Company;

- d. not carry any dividend;
- e. be non-convertible;
- f. be redeemed at premium of 18% [simple] p.a. on the issue price, i.e. maximum Rs. 400/- per share, as the Company may deem fit, in accordance with the relevant provisions of the Companies Act, 2013 out of profits available for distribution as dividend and /or by issue of fresh shares, in one or more tranches at the option of the Company only;
- g. be redeemed within the maximum permissible time period under the provisions of Section 55 of the Companies Act, 2013, which period is presently 20 years from the date of issue of NCRPS, or such other extended period which may be provided by any subsequent modification or amendment to the Companies Act, 2013 OR on an earlier date only at the discretion of the Company.
- h. not having any voting right conferred on preference shareholder by the Companies Act or any other rules and regulations for the time being force;
- i. the terms and conditions of the said NCRPS may be varied by the Company subject to mutual agreement of both the Company and NCRPS holder and as per the applicable laws; and
- j. be transferable within the select group of the identified persons i.e. promoters & promoter group entities and related parties of the Company.

RESOLVED FURTHER THAT the Board (including a duly authorized committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorised to identify persons/entities belonging to the Promoter and Promoter Group (including Associate Companies) and Related Parties of the Company from time to time, for the purpose of offer/invitation to subscribe to the Non-Convertible Redeemable Preference Shares.

RESOLVED FURTHER THAT the Board (including a duly authorized committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorised to decide/fix the tenure of each Offer to subscribe to Non-Convertible Redeemable Preference Shares.

RESOLVED FURTHER THAT the said Non-Convertible Redeemable Preference Shares shall not be convertible

into equity shares and accordingly the same shall not be listed with any Stock Exchanges.

RESOLVED FURTHER THAT a "Private Placement Offer Letter" together with an application form be issued to the persons/entities belonging to the Promoter and Promoter Group (including Associate Companies) & Related Parties of the Company from time to time, for inviting to subscribe upto 2,50,000 (Two Lakh Fifty Thousand) Non-Convertible Redeemable Preference Shares of face value of Rs.100/- (Rupees One Hundred Only) each at an issue price of Rs. 400/- (Rupees Four Hundred Only) each (including premium of Rs. 300/- each), aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore Only), in one or more tranches.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient and proper or incidental and decide for the utilization of the proceeds from the issue of the NCRPS for the purposes of the operations of the Company and keep the idle fund applied into appropriate short term avenues from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any duly authorised Committee of Directors of the Company to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all such steps and give such directions as may in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

NOTES

1. Pursuant to the General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/ CIR/2024/133 dated 03 October 2024 respectively ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modification or re-enactments thereof for the time being in force) and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means

(OAVM), without the physical presence of members at the common venue. In compliance with the said circulars, AGM shall be conducted through VC or OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars, SEBI Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 61st Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15 April 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
4. The Company has appointed National Securities Depository Limited to provide Video Conferencing facility for the AGM and the attendance enablers for conducting of the AGM.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote

e-Voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at jainchandanbala@gmail.com with a copy marked to Company at corporate@tcil.in.

6. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM/EGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tcil.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

10. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

11. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-Voting period begins on Saturday 25 July 2026 at 09:00 A.M. and ends on Monday 27 July 2026 at 05:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21 July 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21 July 2026.

How do I vote electronically using NSDL e-Voting system?

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





Step 1 : Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Iternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to

you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jainchandandbala@gmail.com or corporate@tcil.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsd.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporate@tcil.in.

In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corporate@tcil.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

1. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corporate@tcil.in. The same will be replied by the company suitably.
6. The Company is sending through email, the Annual Report including Notice of AGM to the shareholders whose name is recorded as on 21 July 2026 in the Register of Members or in the Register of Beneficial Owners maintained

- by the depositories. Any person who acquires shares of the Company and becomes Member of the Company after 21 July 2026 being the date reckoned for the dispatch of the Annual Report and who hold shares as on the cut-off date i.e. 21 July 2026 may obtain the User Id and password by approaching the NSDL or Company.
7. Mrs. Chandanbala O. Mehta, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
 8. The Scrutinizer's decision on the validity of the vote shall be final.
 9. Once the vote on a resolution stated in this notice is cast by Member through remote e-Voting, the Member shall not be allowed to change it subsequently and such e-Vote shall be treated as final. The Members who have cast their vote by remote e-Voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
 10. The Scrutinizer after scrutinizing the votes cast by remote e-Voting and e-Voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith within two working days of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
 11. The Results declared along with the consolidated report of the Scrutinizer shall be hosted on the website of the Company www.tciil.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai.
 12. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
- GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS**
13. The Members are requested to intimate any change in their address with PIN Code immediately and quote Folio Number in all correspondence.
 14. The shares of the Company have been dematerialized (ISIN No. INE920B01019) and presently traded in electronic form.
 15. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 21 July 2026 to Tuesday, 28 July 2026 (both days inclusive).
 16. The members are requested to note that the Company's Registrar and Share Transfer Agent (RTA) is **Bigshare Services Private Limited, Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E), Mumbai 400 093**. The Members are requested to lodge their shares for transmission, splitting, consolidation etc. directly to them. The Members are also requested to register their e-mail ID with their depositories and / or with the RTA.
 17. Pursuant to the amendments carried out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1 April 2019, except in case of transmission or transposition of securities, request for effecting transfer of shares shall not be processed unless the securities are held in the dematerialized form with a depository.
 18. Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022:
 - i. It is mandatory for all the listed companies to issue the securities in dematerialized form only while processing the following service request viz. issue of duplicate securities certificate, Claim from unclaimed suspense account, Renewal/ Exchange of Securities certificate, endorsement, sub-division/ consolidation of securities certificate, transmission & Transposition.
 - ii. The securities holder/ claimant shall give the above said requests in Form ISR-4 along with documents/details specified therein to the RTA;
 - iii. The RTA shall verify & process the service requests and thereafter RTA shall issue a 'Letter of Confirmation' within 30 days.
 - iv. Thereafter, within 120 days from the date of the issuance of Letter of Confirmation, the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.
 - v. In case of failure to submit the demat request within the aforesaid period, the RTA shall credit the securities to the Suspense Escrow Demat Account of the Company.

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

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

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

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

Explanatory Statement Pursuant to Section 102(1) of The Companies Act, 2013 (“the Act”)

Item No. 4

Re-classify the unissued portion of the Authorised Share Capital and consequent alteration in the Capital Clause of Memorandum of Association of the Company:

The Authorised Capital of the Company presently stands at Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 12,40,000 (Twelve Lakh Forty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each.

In order to facilitate implementation of proposal for the issue of Redeemable Preference Shares, as enumerated in the Item No. 4 of the Notice, it is proposed to reclassify the unissued portion of the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores) divided into 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 12,40,000 (Twelve Lakh Forty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores) divided into 32,40,000 (Thirty-Two Lakhs Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 12,76,000 (Twelve Lakh Seventy-Six Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each.

21. The shares of the Company are at present listed on BSE Limited.

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to corporate@tcil.in.

By Order of the Board For
TCI Industries Limited

Place : Mumbai
Date : 16 June 2026

Anisha Dad
Company Secretary &
Compliance Officer
M. No. A76458

Further the proposed reclassification of the Authorised Share Capital of the Company requires the alteration of the existing Clause 5 of the Memorandum of Association of the Company.

Your Board of Directors is of the view that instead of increasing the Authorised Share Capital of the Company, it is prudent to reclassify the unissued portion of the existing Equity Shares into Preference Shares of the Company.

The proposed re-classification does not result in any change in the voting percentage of the equity shareholders.

Consequently, it is proposed to make appropriate alterations in the Memorandum of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

A copy of the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the Members at the Registered Office of the Company during all working days (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

The Board recommends Resolutions at Item No. 4 of the Notice for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either

directly or indirectly in passing of the resolution at Item Nos. 4 of the accompanying Notice, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 5

Issue of Redeemable Preference Shares on private placement basis to the Promoter(s) & Promoter Group entities and Related Parties of the Company.

The Company in Year 2023 had obtained the approval of Members by passing Special Resolution through Postal Ballot on 25 March 2023 for issue of upto 2,50,000 nos. of 0% Non-Convertible Preference Shares of Rs. 100/- each at an issue price of Rs. 400/- (including premium of Rs. 300/-) for an aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), on preferential basis Promoter(s)/ Promoter Group entities (including Associate Companies) and Related Parties of the Company from time to time, for cash, with such rights and privileges and on such terms and conditions as detailed herein. The objects of the issue were to meet working capital requirements of the Company and General corporate purpose including repayment and/ or conversion of unsecured loans.

Pursuant to the said Members approval, the Share Allotment Committee of the Board of Directors of the Company has allotted 1,64,665 nos. of NCRPS aggregating to Rs. 6,58,66,000/- (Rupees Six Crore Fifty-Eight Lakhs Sixty-Six Thousand only) out of 2,50,000 nos. of NCRPS for which approval was obtained. The said NCRPS are non-

cumulative, non-participating, non-convertible, not carrying any dividend and will be redeemed within 20 years from date of issue thereof or on an earlier date only at the discretion of the Company, at a premium of 18% [simple] p.a. on the issue price, such premium payable at the time of redemption.

In order to carry out the major repairs/ reconstruction of structures/wall/platform, renovation & upgradation of various structures/ infrastructure to be carried out in the premises of the Company at Colaba, Mumbai and substantial legal expenses that may have to be incurred in respect to the cases pending in the Supreme Court and general corporate expenses, the Board of Directors in their Meeting held on 16 June 2026 withdrew the unsubscribed portion of the offered NCRPS to Promoter(s)/Promoter Group entities (including Associate Companies) and Related Parties of the Company from the date of the Annual General Meeting, and proposed to issue further upto 2,50,000 nos. of 0% Non-Convertible Redeemable Preference Shares (NCRPS) on private placement basis to the Promoter(s)/ Promoter Group entities (including Associate Companies) and Related Parties of the Company from time to time, for cash, with such rights and privileges and on such terms and conditions as detailed herein including but not limited as to the rate of dividend, redemption period, manner of redemption, if any, by the Company in this regard and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem fit and appropriate.

The information as desired as per sub-rule (3) of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are furnished below:

(a)	The size of the issue and number of preference shares to be issued and nominal value of each share	Upto 250000 nos. of NCRPS of nominal value of Rs. 100/- each for an aggregate value not exceeding Rs. 10,00,00,000/-.
(b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	The NCRPS will be non-cumulative, non-participating and non-convertible.
(c)	The objectives of the issue	<p>The following are objects of the issue:</p> <ul style="list-style-type: none"> • To meet working capital requirements of the Company; • To carry out major repairs/ reconstruction of structure/wall/platform work at the Company's property situated at Colaba, Mumbai; and • General corporate purpose including repayment of unsecured loans.

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(d)	The manner of issue of shares	The NCRPS are proposed to be issued on a private placement basis to the Promoter(s) and Promoter Group entities and Related Parties of the Company from time to time.
(e)	The price at which such shares are proposed to be issued	The NCRPS are proposed to be issued at Rs. 400/- (including premium of Rs. 300/-).
(f)	The basis on which the price has been arrived at	As per the Valuation done by the Company through Mr. Hemang Shah, Practicing Company Secretary & Registered Valuer having Registration No. IBBI/RV/03/2020/12854 vide valuation report dated 15 June 2026. Add.: Co-Venture Hub, 314-315, 3 rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Karelibaugh, Vadodara – 390018.
(g)	The term of issue, including terms and rate of dividend on each share, etc.	The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be fully redeemed at a premium of maximum 18% [simple] p.a. on the issue price, i.e. maximum Rs. 400/- per share. Dividend on NCRPS is 0% p.a.
(h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The NCRPS shall be redeemed at a premium of maximum 18% [simple] p.a. on the issue price, i.e. maximum Rs. 400/- per share, in accordance with the relevant provisions of the Companies Act, 2013 out of profits available for distribution as dividend and /or by issue of fresh shares, in one or more tranches at the option of the Company only. To be redeemed within the maximum permissible time period under the provisions of Section 55 of the Companies Act, 2013, which period is presently 20 years from the date of issue of NCRPS, or such other extended period which may be provided by any subsequent modification or amendment to the Companies Act, 2013 OR on an earlier date only at the discretion of the Company. The NCRPS are non-convertible.
(i)	The manner and modes of redemption	The NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant Rules.
(j)	The current shareholding pattern of the company	*The current shareholding pattern of the company is given below this table.
(k)	The expected dilution in equity share capital upon conversion of preference shares	Nil, since the NCRPS are proposed to be issued on non-convertible basis.

*The current shareholding pattern of the Company:

Sr. No.	Category	Equity		Preference	
		No. of Equity Shares held	% of Shareholding	No. of Preference Shares held	% of Shareholding
A	Promoters' Holding				
1.	Indian				
	Individual	4,57,349	50.99	4,49,718	47.41
	Bodies corporate	1,64,779	18.37	3,80,259	40.08
	HUF			60,750	6.40
	Trust	1420	0.16	0	0
	Sub-total	6,23,548	69.53	8,90,727	93.89

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2.	Foreign promoters	0	0	0	0
	Sub-Total (A)	6,23,548	69.53	8,90,727	93.89
B	Non-Promoters' Holding				
1.	Institutional Investor	638	0.07	0	0.00
2.	Non-Institutional:				
	Private Corporate Bodies	1,26,247	14.08	0	0.00
	Directors and Relatives	31	0.00	0	0.00
	Indian Public	1,25,475	13.99	57,935	6.11
	Others (Including NRIs)	20,852	2.046	0	0.00
	Sub-Total (B)	2,73,517	30.47	57,935	6.11
	GRAND TOTAL	8,96,791	100.00	9,48,662	100.00

Further, the information as desired as per sub-rule (1) of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are furnished below:

(a)	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company in their Meeting held on 16 June 2026, approved the issue of upto 2,50,000 nos. of NCRPS aggregating to Rs. 10,00,00,000/- to the Promoter(s) & Promoter Group Companies and Related Parties of the Company from time to time, for cash, on a private placement basis.
(b)	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue non-cumulative, non-participating and non-convertible redeemable preference shares at Rs. 400/- per share (including premium of Rs. 300/- per share).
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As per the Valuation done by the Company through Mr. Hemang Shah, Practicing Company Secretary & Registered Valuer having Registration No. IBBI/RV/03/2020/12854.
(d)	Name and address of valuer who performed valuation	Mr. Hemang Shah Add.: Co-Venture Hub, 314-315, 3 rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Karelibaugh, Vadodara – 390018.
(e)	Amount which the company intends to raise by way of such securities	The Company intends to raise upto Rs. 10,00,00,000/- (Rupees Ten Crore only) by way of issue of NCRPS.
(f)	Material terms of raising such securities	Issue and allotment of upto 2,50,000 nos. of NCRPS at an issue price of Rs. 400/- per share including premium of Rs. 300/- per share at cash may be done in one or more tranches.
(g)	Proposed time schedule	Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.
(h)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoter & Promoter Group Companies and Related Parties of the Company from time to time will subscribe to the entire issue.
(i)	Principle terms of assets charged as securities	Not Applicable.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 55 of the Act read with the Rules made thereunder, for the issue of Non-Convertible Redeemable Preference Shares [“NCRPS”] of face value of Rs. 100/- (Rupees One Hundred Only) at an issue price of Rs. 400/- (Rupees Four Hundred Only) including premium of Rs. 300/- (Rupees Three Hundred Only), for cash, in one or more tranches to the Promoters/ Promoter Group entities/related parties of the Company from time to time, through private placement basis.

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As the securities proposed to be issued by this resolution are “Non-Convertible Redeemable Preference Shares”, the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), are not applicable.

The Board recommends the Resolution at Item No. 5 of the Notice for approval by the members of the Company as a Special Resolution.

The Directors or Key Managerial Personnel/or their relatives (to the extent of their directorship/ shareholding interest in the Company and / or other promoter entities) are deemed to be concerned or interested, financially or otherwise, either directly or indirectly, in passing of the resolution at Item No. 5 of the accompanying Notice.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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

Name of the Director	Shri Dharmpal Agarwal	Shri Vikas Agarwal
Director Identification Number (DIN)	00084105	00052738
Age	76 Years	53 Years
Nationality	Indian	Indian
Date of Appointment	03/05/1972	13/03/1999
Qualifications	Shri Dharmpal Agarwal is a graduate.	Shri Vikas Agarwal is a Bachelor of Science in Industrial Management & Economics from Carnegie Mellon University, Pittsburgh, USA.
Expertise in specific Functional Areas	He is the Chairman and Managing Director of Transport Corporation of India Limited. Shri Agarwal has been associated with transport & logistics industry for more than 54 years. He has been contributing towards developing the unorganized logistics sector into an organized one. Shri Agarwal through TCI Foundation has initiated many social and philanthropic activities for common good in the areas of HIV/,	He is the first-generation entrepreneur and the Founder - Director of Boruka Classic Finance Pvt. Ltd. He has also founded a Telecom Company which is into building Active and Passive Telecom Infrastructure for wireline and wireless Communication. He has over 20 years of extensive experience in the fields of Textiles, Telecom, Finance and Real estate and also holds
	AIDS Education, Sports and Skilling. He is also an active member of several other Trusts and philanthropic organisations.	directorships in some unlisted companies in these sectors.
Skills & Capabilities	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Industry knowledge 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Financial Management & Economics
Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration proposed to be paid	Not Applicable	Not Applicable
Relationship with other Directors/Key Managerial Personnel	Brother of Shri Ashok Kumar Agarwal and not related to any other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

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Number of meetings of Board attended during the year	05	05
Directorships Held in other listed Companies in India	<ol style="list-style-type: none"> 1. Indo Rama Synthetics (India) Limited 2. Transport Corporation of India Limited 3. TCI Express Limited 4. TCI Developers Limited 	NIL
Listed entities from which resigned in the past three years	Jay Bharat Maruti Limited	NIL
Committee position held in other Companies	<p>Transport Corporation of India Limited:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee – Member 2. Share Transfer Committee – Chairman <p>TCI Developers:</p> <ol style="list-style-type: none"> 1. CSR Committee - Chairman <p>TCI Express Limited:</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee - Member 2. Corporate Social Responsibility Committee – Chairman <p>Indo Rama Synthetics (India) Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Risk Management Committee - Member 3. Banking & Finance Committee – Member 4. Nomination and Remuneration Committee - Chairman 	NIL
No. of Shares held in the company	15,700	55,458

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