NOTICE OF POSTAL BALLOT TO THE SHAREHOLDER

To,
The Members,
TCI Express Limited

Notice of Postal Ballot is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and other relevant circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA') and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), that the Special Resolution set out in this Notice of Postal Ballot ('Postal Ballot Notice/Notice'), is proposed to be passed by the Members of the Company through postal ballot (the 'Postal Ballot') by way of voting through electronic means ('remote e-voting') only. An Explanatory Statement pursuant to Section 102 of the Act, pertaining to the proposed resolution setting out the material facts forms part of this Postal Ballot Notice. In accordance with the provisions of Sections 108 and 110 of the Act, read with the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facility. The procedure for remote e-voting, along with the other relevant instructions, is set out under the heading **'Notes and Instructions for Members'** annexed to this Notice.

The Resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting-out the material facts and particulars for the proposal are appended below for consideration of the Members:

SPECIAL BUSINESS

To consider and approve appointment of Ms. Ranjana Agarwal (DIN: 03340032) 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, 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, Ms. Ranjana Agarwal (DIN: 03340032), 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 has furnished a declaration confirming that she 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 her 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 November 05, 2026 up to and including November 04, 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, Ms. Ranjana Agarwal shall be entitled to receive remuneration in the form of sitting fees and commission or such other entitlements, if any, as may be permitted to be received by her in the capacity of Non-Executive Independent Director and as approved by the Board of Directors and Shareholders from time to time, within the limits prescribed under the Act.

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 Directors

For **TCI Express Limited**
Priyanka
(Company Secretary & Compliance Officer)
Membership No. 36870
Date: November 05, 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: L62200TG2008PLC061781
Email: secretarial@tciexpress.in
Website: www.tciexpress.in
Tel: +91-40-27840104

NOTES AND INSTRUCTIONS FOR MEMBERS – POSTAL BALLOT AND REMOTE E-VOTING

1. The Explanatory Statement pursuant to Section 102 of the Act, read with the Companies (Management and Administration) Rules, 2014, setting out the material facts relating to the business proposed to be transacted through this Postal Ballot Notice, is annexed hereto and forms an integral part of the Notice. The requisite particulars of the Director, as prescribed under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, are also provided in the Notice.

2. In accordance with the applicable provisions of the Act, read with relevant circulars issued by the MCA, an advertisement containing the requisite details of the Postal Ballot and the remote e-voting process shall be published in an English newspaper and a vernacular-language newspaper.

3. The Notice is available on the website of the Company at www.tciexpress.in, the websites of BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com, where the equity shares of the Company are listed, and the website of Central Depository Services (India) Limited ('CDSL') at www.evotingindia.com.

4. The Notice is being sent electronically by email to the Members, whose names appear in the Register of Members of the Company or in the list of Beneficial Owners furnished by the National Securities Depository Limited ('**NSDL**') and Central Depository Services (India) Limited ('**CDSL**') (collectively, the '**Depositories**'), as on **Friday, November 20, 2026** ('**Cut-off Date**'). The Notice is being sent only through electronic mode, and no physical copy of the Notice, Postal Ballot Form or pre-paid business reply envelope shall be dispatched to the Members.

5. The Members who have not yet registered their email addresses or wish to update their existing email addresses are requested to complete the registration or update, to ensure seamless receipt of future communications from the Company in electronic mode. The Members holding shares in dematerialised form may register or update their email addresses through their respective Depositories. The Members holding shares in physical form may register or update their email addresses by submitting a duly completed and signed Form ISR-1, along with required KYC documents, to the Company's Registrar and Share Transfer Agent ('RTA'), **KFin Technologies Limited (Unit: TCI Express Limited),** at Selenium Building, Tower-B, Plot Nos. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana-500 032, or by email at einward.ris@kfintech.com.

6. The Company is providing its Members with the facility to exercise their voting rights on the resolution set out in this Notice through remote e-voting. Members are requested to refer to the instructions provided in this Notice for exercising their voting rights through the remote e-voting facility.

7. The Members holding equity shares of the Company as on the Cut-off Date shall be entitled to exercise their voting rights. Persons who are not Members as on the Cut-off Date shall treat this Notice for information purposes only. The voting rights of Members shall be in proportion to their respective shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

8. The Board of Directors has appointed Mr. Vasanth Bajaj (M. No. FCS 6868, COP No. 5827), as the Scrutinizer and, in the event of his inability to act, Ms. Ankita V (M. No. FCS 13648, COP No. 16124), Practicing Company Secretaries of M/s. V K Bajaj & Associates, to scrutinize the remote e-voting process in a fair and transparent manner. The appointed Scrutinizer is not in the employment of the Company and provided consent to act in the said capacity.

9. Upon conclusion of the remote e-voting period, the Scrutinizer shall scrutinize the votes cast and submit the report to the Chairman or a person authorised by the Chairman in writing. The results of the Postal Ballot shall be declared by the Chairman or the duly authorised person, including the Company Secretary, on or before **Saturday, December 26, 2026**.

10. The results, along with the Scrutinizer's Report, shall be placed on the websites of the Company at www.tciexpress.in and CDSL at www.evotingindia.com, immediately upon declaration by the Chairman or the person authorised by him. The results, along with the Scrutinizer's Report, shall also be forwarded to BSE and NSE and displayed on the notice boards at the Registered Office and Corporate Office of the Company.

11. Resolution passed by the Members by means of Postal Ballot shall be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., **Thursday, December 24, 2026.**

DETAILED PROCEDURE AND INSTRUCTIONS FOR MEMBERS TO CAST THEIR VOTES THROUGH REMOTE E-VOTING

Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, the applicable MCA and SEBI circulars and Secretarial Standard-2 on General Meetings, the Company is pleased to offer its Members the facility to participate in the voting process and cast their votes electronically through remote e-voting on the resolution set out in this Notice. For this purpose, the Company has appointed CDSL as its e-voting service provider.

The remote e-voting facility shall commence on **Wednesday, November 25, 2026**, at **9:00 A.M.** (IST) and shall remain open until **Thursday, December 24, 2026**, at **5:00 P.M.** (IST). The Cut-off Date for determining the eligibility of Members to vote on the resolution is **Friday, November 20, 2026**. Only those Members whose names appear in the Register of Members of the Company or the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to exercise their voting rights through remote e-voting.

The Members holding shares, either in physical or dematerialised form, as on the Cut-off Date may cast their votes electronically during the aforesaid period. The remote e-voting facility shall be disabled by CDSL upon expiry of the prescribed period, and Members shall not be permitted to cast their votes thereafter. Any vote cast beyond the prescribed period shall be treated as invalid.

The Members who require any assistance or have any queries or concerns relating to 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 toll free no.: 1800 21 09911.

The Members may refer to the instructions provided herein for exercising voting rights through remote e-voting.

I. **Login method for e-voting 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. 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.
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.

	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/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'login' which is available under 'Shareholder/Member/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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Then You 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'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.
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.

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: 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.

II. Login method for e-voting 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

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

h) 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.

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

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

IV. 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.

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

VI. 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.

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

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

IX. 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.

X. 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 delinked 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 with copies marked to helpdesk.evoting@cdslindia.com and secretarial@tciexpress.in.

g) Institutional Members (i.e. other than individuals, HUF, NRI etc.) may 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.

XI. Process for shareholders whose e-mail/ mobile number are not registered with the Company/Depositories:

a) **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.

b) **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 using the Depository-based login facility.

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EXPLANATORY STATEMENT AND INFORMATION

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

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Ranjana Agarwal (DIN: 03340032) as an Additional Director in the capacity of Non-Executive Independent Director of the Company, with effect from November 05, 2026, pursuant to the provisions of Section 161 of the Act, and the Articles of Association of the Company.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board recommended her appointment as an Independent Director for a first term of five (5) consecutive years, commencing from November 05, 2026 and ending on November 04, 2031, subject to the approval of the Shareholders.

In accordance with Section 161 of the Act, an Additional Director holds office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, Regulation 17(1C) of the Listing Regulations requires to obtain the approval of its Members for the appointment of a person to its Board of Directors at the next General Meeting or within three months from the date of such appointment, whichever is earlier.

In compliance with the aforesaid provisions, the Company is seeking approval of its Members through Postal Ballot for the appointment of Ms. Ranjana Agarwal as an Independent Director of the Company for a term of five consecutive years, commencing from November 05, 2026 and ending on November 04, 2031 (both days inclusive). The Board of Directors, upon consideration of the recommendation of the Nomination and Remuneration Committee, approved her appointment, having regard to her qualifications, experience, expertise and suitability for the role, and recommended the same for approval of the Members. The appointment has been considered in accordance with the provisions of Sections 149, 150(2), 152, 160 and 161, read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations and the Articles of Association of the Company.

Brief Profile, Expertise and Experience

Ms. Ranjana Agarwal is a Chartered Accountant from the Institute of Chartered Accountants of India and an Economics (Hons.) graduate from Lady Shri Ram College, Delhi University. She worked in Price Waterhouse & Co. and Vaish Associates Advocates up to 1982 and then founded Vaish & Associates, Chartered Accountants in 1985. She later forged an affiliation with Deloitte Haskins & Sells as senior partner. She has experience in Risk Assurance, taxation, business advisory, business valuations, corporate governance and compliance. After a decade of experience as a Board Member on several Listed Companies and chairing several key committees, she is currently on the Board of RBL Bank Limited, Indag Rubber Limited and RBL Finserve Limited.

She is the recipient of the prestigious ‘Indira Gandhi Priyadarshini Award’ for professional excellence and entrepreneurship. She has also served as the National President of FICCI FLO, the women's wing of FICCI and as a jury member for the FICCI CSR Awards and FICCI Corporate Women Awards. She is actively involved with a number of NGOs working in the field of education and health.

Ms. Agarwal's extensive experience and expertise in financial management, accounting, taxation, risk management, business advisory, business valuations and corporate governance, coupled with her leadership, analytical abilities and understanding of economic matters, are well aligned with the Company's Board Skill Matrix. Her professional acumen and board-level experience, along with her commitment to ethical practices, CSR and ESG initiatives, are expected to bring valuable insights to the Board's strategic deliberations, strengthen risk oversight and promote sound financial and governance practices.

Eligibility and Compliance Confirmations

The Company has received all necessary disclosures, declarations, confirmations and statutory forms from Ms. Ranjana Agarwal 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 she is not disqualified from being appointed as a Director in terms of the provisions of the Act, and that she has not been debarred from holding office of a Director, by virtue of any order passed by SEBI/MCA or any other such authority;
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 she 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) A declaration that she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her 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 Ms. Ranjana Agarwal and the evaluation undertaken in accordance with the prescribed criteria for appointment of an Independent Director, the Board of Directors is of the opinion that she fulfils the conditions and criteria for appointment as an Independent Director, as specified under the Act and the rules made thereunder, as well as the applicable provisions of the Listing Regulations.

Further, the Board is satisfied that she possesses the requisite skills, competencies and expertise identified by the Company for its Independent Directors. The Board believes that her rich experience, professional expertise and strategic perspective would bring valuable insights and contribute meaningfully to the deliberations of the Board, thereby adding value to the Company's overall governance and growth. Accordingly, the Board recommends her appointment as an Independent Director of the Company for the approval of the Members.

Remuneration

In line with the Company's Nomination and Remuneration Policy, Ms. Ranjana Agarwal 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 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.

Ms. Ranjana, 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 Ms. Ranjana Agarwal, setting out the terms and conditions of her appointment as an Independent Director, shall be made available on the Company's website at https://www.tciexpress.in/annual-reports?invid=2&key=c81e728d9d4c2f636f067f89cc14862c for inspection by the Members. The Members desirous of inspecting the said letter of appointment or any other related documents may send a request to secretarial@tciexpress.in from their registered e-mail addresses, mentioning their name, folio number, DP ID and Client ID, as applicable. The relevant documents shall be made available for online inspection from the date of circulation of this Notice until the conclusion of the remote e-voting period, i.e., Thursday, December 24, 2026.

The appointee Ms. Ranjana Agarwal (including her relatives) may be treated as interested in this Resolution, in her 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.

By Order of the Board of Directors

For **TCI Express Limited**
Priyanka
(Company Secretary & Compliance Officer)
Membership No. 36870
Date: November 05, 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: L62200TG2008PLC061781
Email: secretarial@tciexpress.in
Website: www.tciexpress.in
Tel: +91-40-27840104

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Details of Director seeking appointment

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

Sr. No.	Particulars	Ms. Ranjana Agarwal
1.	DIN	03340032
2.	Date of Birth	November 25, 1956
3.	Age as on Notice date	69
4.	Nationality	Indian
5.	Date of first Appointment on the Board	November 05, 2026
6.	Qualifications	Ms. Ranjana Agarwal is a Bachelor of Economics (Hons.) and a Fellow Member of the Institute of Chartered Accountants of India.
7.	Brief Resume including his/her skills, expertise in specific functional area	Ms. Ranjana has extensive experience in taxation, risk assurance, business advisory, valuations and corporate governance. She is the Founder of Vaish & Associates and has served on the boards of several listed companies. She has also held leadership positions in FICCI FLO and received the Indira Gandhi Priyadarshini Award for professional excellence and entrepreneurship. For the detailed profile, skills and expertise of Ms. Ranjana Agarwal, please refer to the Explanatory Statement annexed to the Postal Ballot Notice.
8.	Relationships between Directors and Key Managerial Personnel inter-se	She is not related to any Director or Key Managerial Personnel of the Company.
9.	Terms and conditions of appointment	She is proposed to be appointed as Non-Executive Independent Director for a first term of five years, commencing from November 05, 2026, not liable to retire by rotation. For further details regarding the terms and conditions of appointment, kindly refer Notice of the Postal Ballot, read in conjunction with the Explanatory Statement.
10.	Number of shares held in the Company, including shareholding as a beneficial owner	Nil
11.	Number of Board Meetings attended during the FY 2026-27	NA
12.	List of Directorships held in other Companies (including Listed, Public,	1) RBL Bank Limited; 2) RBL Finserve Limited; 3) Indag Rubber Limited.

<table>
<tr><td></td><td>Private Companies and excluding Foreign and Section 8 Companies)</td><td></td></tr>
<tr><td>13.</td><td>List of Chairpersonship/Membership of the Board of Directors of other Companies (including Listed, Public, Private Companies and excluding Foreign and Section 8 Companies)</td><td>
<table>
<tr><th colspan="2">RBL Bank Limited</th></tr>
<tr><th>Name of the Committee</th><th>Designation</th></tr>
<tr><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairperson</td></tr>
</table>
<table>
<tr><th colspan="2">RBL Finserve Limited</th></tr>
<tr><th>Name of the Committee</th><th>Designation</th></tr>
<tr><td>Audit Committee</td><td>Chairperson</td></tr>
<tr><td>Nomination, Remuneration and Compensation Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairperson</td></tr>
<tr><td>Risk and Compliance Committee</td><td>Member</td></tr>
</table>
<table>
<tr><th colspan="2">Indag Rubber Limited</th></tr>
<tr><th>Name of the Committee</th><th>Designation</th></tr>
<tr><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
</table>
</td></tr>
<tr><td>14.</td><td>Resignation details in the listed entities during the last three (3) years</td><td>None</td></tr>
<tr><td>15.</td><td>Remuneration details paid for the FY 2026-27, Including sitting fees and commission (₹ in Crores)</td><td>NA</td></tr>
<tr><td>16.</td><td>Details of proposed remuneration</td><td>Kindly refer to the Postal Ballot Notice, read in conjunction with the Explanatory Statement.</td></tr>
</table>