

# Notice of Annual General Meeting

NOTICE is hereby given that the 9<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, August 1, 2017 at 11.30 A.M at Salon II & III, Basement 1, Park Hyatt Hyderabad, Road No 2, Banjara Hills, Hyderabad – 500034, Telangana, to transact the following businesses:

## Ordinary Business:

1. **To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 & the report of the Board of Directors and Auditors thereon**
2. **To declare Final Dividend on Equity Shares @ 40% (Re. 0.80 per equity share of Rs. 2/- each)**
3. **To appoint a Director in place of Mr. Vineet Agarwal, who retires by rotation and being eligible, offers himself for re-appointment**
4. **To consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s. R S Agarwala & Co., Chartered Accountants (Firm Registration No. 304045E ) as Auditors of the Company for a term of Five years i.e. till the conclusion of the Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 10<sup>th</sup> Annual General Meeting of the Company to be held in the year 2018, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## Special Business:

5. **Appointment of Mrs. Taruna Singhi as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder,

Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Taruna Singhi, who was appointed as an Additional Director by the Board of Directors, whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a period of Five consecutive years effective from January 31, 2017 upto January 30, 2022 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Chander Agarwal-Managing Director, Mr. P. C. Sharma-Whole Time Director, Mr. Mukti Lal-CFO and Mr. Vinay Gujral-Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

## 6. Approval for Material Related Party Transactions

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the consent of the Audit Committee vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the company during Financial Year 2016-17 as per details set out under item no. 6 of the Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

## 7. Approval of remuneration of Managing Director in excess of 5% of the net profit

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

**“RESOLVED THAT** in partial modification of the earlier resolution passed by the shareholders in the 8<sup>th</sup> Annual General Meeting held on November 4, 2016, for appointment of Mr. Chander Agarwal as Managing Director and payment of remuneration thereof, and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article of Association of the Company, the consent of the Company be and is hereby accorded to pay managerial remuneration to Mr. Chander Agarwal as Managing Director in excess of five percent (5%) of the net profits of the Company subject to the overall limits for all managerial person specified in section 197(1) read with other relevant provisions of the Companies Act, 2013, for a period of four years with effect from financial year 2017-18, with authority to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the remuneration as it may deem fit and to fix the basic salary and annual increment within range as fixed by the shareholders in the 8<sup>th</sup> Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such act(s), deed(s) and things as may deem necessary to give effect to the resolution including but not limited to filing of necessary/relevant form(s)/document(s) with the Registrar of Companies and other regulatory authorities and to settle any question or difficulty in connection therewith and incidental thereto.”

**By Order of the Board  
For TCI Express Limited  
Vinay Gujral  
Company Secretary  
& Compliance Officer**

**Place:** Gurugram

**Date:** 23.05.2017

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING. A PROXY FORM IS ENCLOSED FOR THIS PURPOSE.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT

MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 forming part of this Notice.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
5. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information on directors recommended for appointment/re-appointment at the Annual General Meeting and directors liable to retire by rotation and seeking re-election is contained in the Statement annexed to Notice.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and Corporate Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting (“AGM”) and also at the AGM. The relevant documents may be accessed at the website [www.tciexpress.in](http://www.tciexpress.in)
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 27, 2017 to Tuesday, August 1, 2017 (both days inclusive), for determining the names of members eligible for dividend on Equity Shares, if declared at the AGM.
8. The dividend on Equity Shares, if declared at the AGM, will be payable on or after August 2, 2017 to those members: (a) whose names appear as Members in the Register of Members of the Company, as on July 26, 2017, after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent; and (b) whose names appear as Beneficial Owners in the list of Beneficial Owners as on July 26, 2017 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. Members who are holding shares in physical form are requested to notify the change in their respective addresses or Bank details to the Company and always quote their Folio Numbers in all correspondence with the Company. Those holding shares in electronic form are requested to notify any change in addresses or Bank details to their respective Depository Participants.
10. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.

11. Non-resident Indian members are requested to inform Company on:
    - a. the change in the residential status on return to India for permanent settlement, and
    - b. the particulars of the bank accounts maintained in India with complete name of Bank, branch, account type, account number and address of the bank, if not furnished earlier.
  12. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. Therefore, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to M/s. Karvy Computershare Pvt Ltd for registration of such transfers. Members/Investors are therefore requested to make note of the same and submit their PAN card copy to M/s. Karvy Computershare Pvt Ltd.
  13. Pursuant to Section 72 of the Companies Act, 2013 individual shareholders holding shares in the company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole / all joint shareholders.
  14. The members are requested to address all their communications to Karvy Computershare Pvt Ltd., Karvy Selenium Tower B, Plot Number 31 and 32, Financial District, Gachibowli, Hyderabad-500032, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.
- 15. Voting through electronic means:**
- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - II. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - III. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
  - IV. The Board of Directors of the Company has appointed Shri. Vasanth Bajaj, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner( in case of electronic shareholding) as on the cut-off date i.e. July 26, 2017.
  - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date, i.e. July 26, 2017 only, shall be entitled to avail the facility of remote e-voting.
  - VII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. July 26, 2017, may obtain the User ID and password in the manner as mentioned below:
    - (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS:  
MYEPWD E-Voting Event Number+ Folio No. or DP ID Client ID to 1-800-3454-001  
Example for NSDL:  
MYEPWD<space>In12345612345678  
Example for CDSL:  
MYEPWD<space> 1402345612345678  
Example for Physical:  
MYEPWD<space> XXXX1234567890
    - (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - (c) Member may call Karvy's toll free number 1-800-3454-001.
    - (d) Members may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
  - VIII. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting. The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 10.00 a.m. (IST) on July 29, 2017 End of remote e-voting: Up to 5.00 p.m. (IST) on July 31, 2017.  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
  - IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's

report shall be placed on the website of the Company [www.tciexpress.in](http://www.tciexpress.in) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

- X.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 1, 2017.
- XI.** Instructions and other information relating to remote e-voting
- A. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number, Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800- 3454-001 for your existing password.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number for TCI Express Limited
- g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [scrutinizer\\_tciexp@vkbajassociates.com](mailto:scrutinizer_tciexp@vkbajassociates.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO.
- B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- a. User ID and initial password - These will be provided in the Attendance Slip for the AGM.
- b. Please follow all steps from Sr. No. (a) To (l) as mentioned in (A) above, to cast your vote.
- C. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.tciexpress.in](http://www.tciexpress.in) immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the stock exchanges where the shares are listed.

## **Explanatory Statement under section 102 of the Companies Act, 2013:**

### **Item No. 5**

The Board of Directors have appointed Mrs. Taruna Singhi as Additional Director in category of Non-Executive Independent Director with effect from January 31, 2017. In terms of provisions of Section 161 of the Companies Act, 2013, she will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period upto Five consecutive years and shall not be liable to retire by rotation.

Mrs. Taruna Singhi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received declaration that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of her appointment in its meeting held on May 23, 2017 and felt that her association would be of immense benefit to the Company and proposed her appointment as Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of Five years commencing from January 31, 2017 upto January 30, 2022. In the opinion of the Board, she fulfill the conditions of appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Company has received notices in writing from member in terms of Section 160 of the Act alongwith deposit of requisite amount proposing her candidature to be appointed as director in this Annual General Meeting.

Copy of draft letter of appointment of Mrs. Taruna Singhi as Independent Director setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company and can be accessed at the website [www.tciexpress.in](http://www.tciexpress.in).

Her brief resume, educational and professional qualifications, nature of work experience etc. are given under the head "Additional Information".

Mrs. Taruna Singhi is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. The relatives of Mrs. Taruna Singhi may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, in the resolution set out at Item No. 5.

The Board recommends the resolution set out at Item No. 5 as an ordinary resolutions to the Shareholders for their approval.

### **Item No.6**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders through Ordinary Resolution. A transaction with a related party shall be considered material, if the, transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Section 188 of the Companies Act, 2013 deals with Related Party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the related party transactions entered are in the ordinary course of business and at arm's length basis.

During the Financial year 2016-17, the Equity Shares of your Company got listed with National Stock Exchange of India Limited and BSE Ltd on December 15, 2016, accordingly the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been applicable from the date of listing. Your Company has entered into Related Party Transactions with Related Parties as defined under section 2(76) of the Companies Act, 2013 and applicable Accounting Standards, as detailed below, which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company.

Therefore, the Board recommends the resolution set out at Item No. 6 as an Ordinary resolution to the shareholders for their approval.

Except Mr. D.P. Agarwal, Director, Mr. Chander Agarwal, Managing Director and Mr. Vineet Agarwal, Director and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 6.

Name of Related Party	Nature of Transaction	Value of Transactions in Rs.	Nature of Relationship
Transport Corporation of India Ltd.	Availing/Rendering of Services / Rental Transactions	5,46,62,219	Group Companies/ Associates
TCI Developers Ltd.		82,22,100	
Transystem Logistics International Pvt. Ltd	Availing/Rendering of Services	29,57,158	
TCI Institute of Logistics		2,37,100	
TCI Properties (West) Ltd.	Rental Transactions	4,21,200	
XPS Cargo Services Ltd		2,67,72,300	
TCI Foundation		7,32,600	
TCI Properties (Delhi)		1,02,12,000	
TCI Warehousing (MH)		4,53,600	
Bhoruka Finance Corporation of India Ltd		8,40,000	
TCI Properties (Guj)		4,40,000	
TCI India Ltd.	Purchase of Goods	3,48,211	

### Item No.7

In terms of the recommendation of the Board of Directors, the shareholders of the Company in the 8<sup>th</sup> Annual General Meeting approved the appointment of Mr. Chander Agarwal as Managing Director and payment of remuneration thereof for a period of five years effective from August 18, 2016. Section 197(1) of the Companies Act, 2013, provides flexibility to the Company to pay in excess of 5% to any individual being Managing Director or Whole Time Director or Manager, as long as the remuneration does not exceed 10% of the net profits of the Company, subject to the approval of shareholders. Accordingly the approval of the Shareholders is being sought in terms of the provisions of section 197 of the Companies Act, 2013 and rules made thereunder and other applicable provisions for payment of Managerial Remuneration to Mr. Chander Agarwal in excess of 5% of the net profit computed under section 197 and 198 of the Companies Act, 2013.

Except Mr. D.P. Agarwal, Director, Mr. Chander Agarwal, Managing Director and Mr. Vineet Agarwal, Director and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 7.

### Additional Information: Brief profile of the Directors seeking appointment/re-appointment:

Particulars	Mr. Vineet Agarwal	Mrs. Taruna Singhi
Age	44 years	63 years
Qualifications	B.Sc. (Econ.)	B.A
Expertise in specific functional Area	Mr. Vineet Agarwal is Managing Director of Transport Corporation of India Limited (TCI). Under the leadership of Mr. Vineet Agarwal, TCI has adapted to new technologies and work systems to grow from strength to strength. He has played a key role in orienting the organization to move from being a mere trucking company to evolve as one of Asia's foremost integrated supply chain solutions provider. Please refer Company's website: <a href="http://www.tciexpress.in">www.tciexpress.in</a> for detailed profile.	Mrs. Taruna Singhi is associated with Taurus Home Furnishings Limited, a company exporting (home furnishings) made up to the USA, Europe and Japan. The company is known for its high design quotient giving it a distinct edge globally. She is an alumni of Harvard Business School where she completed her executive OPM programme. Please refer Company's website: <a href="http://www.tciexpress.in">www.tciexpress.in</a> for detailed profile.
Terms and Conditions of Appointment/ Reappointment	As per existing terms and conditions	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on August 1, 2017 read with explanatory statement thereto
Remuneration Last drawn (including sitting fee, if any)	Rs. 3.00 Lakhs	Rs. 3.00 Lakhs
Remuneration Proposed to be paid	Non-Executive/Independent Director are eligible for payment of sitting fee for attending Board or Committee meetings thereof as approved by the Board from time to time within the prescribed limits. Non-Executive/Independent Directors may be paid commission subject to a limit of 0.5% of the net profits of the Company computed under the applicable provisions of the Companies Act, 2013 as approved by the shareholders.	
Date of first appointment on the Board	October 7, 2015	January 31, 2017

Particulars	Mr. Vineet Agarwal	Mrs. Taruna Singhi
Relationship with other Directors / KMP	Related to Mr. D.P Agarwal-Director and Mr. Chander Agarwal-Managing Director of the Company	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	05	--
Directorship held in other Companies	<ul style="list-style-type: none"> <li>• Transport Corporation of India Ltd.</li> <li>• Transcorp International Ltd.</li> <li>• TCI Developers Ltd.</li> <li>• TCI-CONCOR Multimodal Solutions Pvt. Ltd</li> <li>• Gloxinia Farms Pvt. Ltd.</li> <li>• Transystem Logistics International Pvt. Ltd.</li> <li>• LOGLABS Ventures Private Limited</li> <li>• TCI Institute of Logistics</li> <li>• YPO South Asia Chapter</li> </ul>	<ul style="list-style-type: none"> <li>• Address Home Retail Private Limited</li> <li>• Taurus Merchandising Private Limited</li> <li>• Tapas Holding Private Limited</li> <li>• ATR Exports Private Limited</li> </ul>
Membership / Chairmanship of the Committees of other Companies	<p><b>Transport Corporation of India Ltd.</b> Member-Stakeholders Relationship Committee, Member-Share Transfer Committee, Member-Corporate &amp; Restructuring Committee Member-Finance Committee</p> <p><b>TCI Developers Ltd.</b> Member-Audit Committee, Member-Nomination &amp; Remuneration Committee, Member-Stakeholders Relationship Committee Member-Share Transfer Committee</p> <p><b>Transcorp International Ltd.</b> Member- Stakeholders Relationship Committee, Member-Audit Committee, Member-Nomination &amp; Remuneration Committee Member-CSR Committee</p>	--
Number of Equity Shares held in the Company	9,91,467	--