

TCI EXPRESS

LEADER IN EXPRESS

ANNUAL REPORT 2019-20



Serving need
for speed

Faster growth via
smarter tech

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Introduction

Faster growth via smarter technology

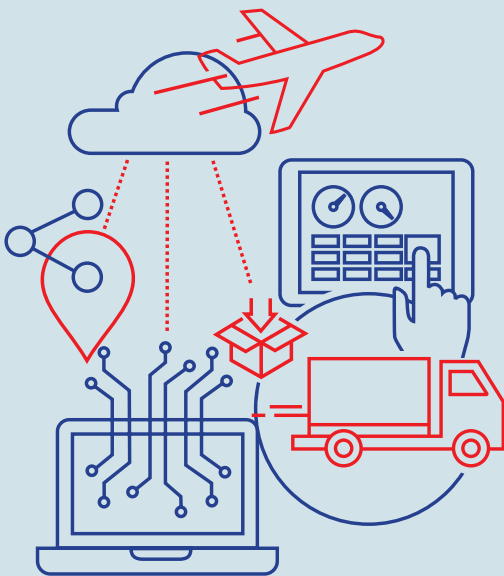
In Express Ecosystem, pace of change is accelerating globally – emerging technologies and smart innovation are changing the way business is being conducted. We are sitting at the cusp of a business revolution primarily due to technological breakthroughs and the digital boom.

Express Companies need to challenge the status quo and implement sustainable, growth-oriented strategies. To invest in the right opportunity and pave the way towards a better tomorrow. Need to go beyond just client acquisition; the companies must ensure that the deliveries are available within the convenient reach of consumers and on time every time.

Timely and safe deliveries were never more important than what it is today. Speed is the essence of success. TCI Express is one such company.

Focusing on our core idea of providing integrated logistic solutions to our customers, we focused on building a technology platform and a well-spread network that would help us stay ahead of the curve and show how innovation drives success.

We began with the vision to broaden our horizons and attempted certain things for the first time. We sustained because we are driven by technology that enabled us to deliver with speed.



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Pace of change is accelerating globally – emerging technologies and smart innovation are changing the way business is being conducted.

About TCI Express

TCI Express is ...

More than just another Express company

A symbol of trust and one of India's most admired Express company

More than just a company with a pan India footprint

A company with expertise in door-to-door express distribution services

More than just an express service company

India's fastest growing multi-specialty express service company who expertise in delivering complex and customized end-to-end supply chain solutions

TCI Express came into existence in 2016 with the demerger of TCI XPS from Transport Corporation of India Limited. Pioneering the concept of customer-oriented multi-technology and multi-specialist transport system, TCI XPS started its journey as the cargo division of Transport Corporation of India Limited in 1997.

Headquartered at Gurugram (NCR), the Company today has a pan-India presence with a network covering 708 districts. With more than 800 branches and 28 strategically located sorting centers, TCI Express today possess the capacity of servicing 40000+ pickup and delivery points through its 5000+ containerized vehicles.

Over the years, TCI Express has been successful in aggregating a wide range of services under one roof which enabled the Company to spread its wing across the globe. Today the Company has marked its presence in more than 200 countries through its large IATA-approved agent network.



Vision

TCI Express should be a customer-oriented, multi-technology, multi-specialist transport system in the Indian and International markets, with a proven commitment to excellence in every facet of activity and pursuit of value-based policies to satisfy aspirations of society, customers, vendors, employees, shareholders, and the transport industry.

Mission

- L** Loved by customers in Indian and International Markets
- E** Express multimodal fastest company
- A** Always ahead of the rest in speed and professionalism
- D** Delight our customers every time
- E** Excellence in service using the latest in technology
- R** Reliable to all our customers and respected by all our stakeholders

Our infrastructural capabilities

Backed by an extensive network of company-owned branches, the Company has built an effective Hub & Spoke distribution model through its well-spread feeder and service route network.

Further, the Company has set up a dedicated Customer Service department to ensure a quick and timely response to different customer queries and effective online tracking of cargo movement.



Branches / Networks



Feeder / Fleet

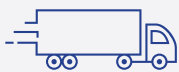


Hub & Spoke model



Customer Care Center

Our service offerings



Domestic
Surface Express



Domestic
Air Express



International
Air Express



Reverse
Express



E-commerce
Express

Backed by a rich industry experience, TCI Express today provides a wide range of logistics solutions across different sectors. Known for its time-bound and express distribution services, the Company today provides domestic surface express, domestic air express, international air express, reverse express, and e-commerce express services across different sectors like automotive, pharmaceutical, textiles, information technology, retail, and e-commerce, among others.

Building on Technology

Technology has always been the backbone of the Company's customer solutions. It is essential we operate on the edge of new technology, and in this spirit, TCI Express associated with different technology partners to explore new technologies within the logistics sector. Our technology-led approach made it easier for us to provide innovative solutions to our customers while being transparent. It also enabled us to have the flexibility to adapt quickly and the freedom to innovate.



Barcoding & RFID

Barcoded labeling and scanning of packets for effective tracking



Hand-Held Terminals(HHT)

For quick onsite booking and delivery in/out scan updating, dynamic routing and misroute alert system



App-based service offerings

Riding the digital wave, the Company came out with app-based services for greater ease of doing business.



GPS enabled vehicles

for real-time tracking



Chairman's Message

Dear Shareholders,

Fiscal Year 2019-20 was a difficult year for the Indian economy. Amidst weak business environment, dwindling consumer demand, slowing private investment and global slowdown, the growth of Indian economy decelerated. Despite multiple efforts made by the government to arrest the slowdown, the year registered the lowest growth rate in over six years.

External risks have also risen significantly and pose a further downside risk to growth and may have a negative impact on India's trade balance. India's GDP is estimated at US\$ 3 trillion in 2020, representing about 4% of the global GDP. India is currently the fifth largest economy in the world and aspiring to be the third largest by 2025.

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I am also pleased to report another year with stellar performance achieving revenue of ₹ 1031.96 Crores which represents 0.80% growth and Profit After Tax of ₹ 89.08 Crores, up 22.30% y-o-y.

In the current scenario, logistics sector in India plays a crucial role in terms of support to the national economy. Strong growth in the sector is supported by government reforms, transportation sector development plans, growing retail sales and eCommerce. The development of logistics infrastructure, such as dedicated freight corridors, logistics parks, trade warehousing zones, port modernization and container freight stations will also go a long way in improving efficiencies. It is worth highlighting the role and importance of government support for the sector. With implementation of Goods and Services Tax (GST), India has now become one big single market which was otherwise divided by different state level regulations. This has helped companies reduce logistics cost through redesigning of supply chain, increase scale of operations, achieve greater economies of scale and higher adoption of the hub and-spoke model across segments such as warehousing, cold chain, container freight stations and inland container depots.

Indian government has also presented a draft of the National Logistics Policy with the objective of creating a national logistics e-marketplace for exporters and importers, thereby reducing the cost of logistics and increasing employment opportunities in the sector. A Multimodal Logistics Park Policy is also being formulated to promote movement of goods for domestic as well as global trade.

Logistics has now become an integral part of the value chain operations. With digital innovations and better offerings, the sector's growth can be further augmented by initiatives from the government such as rationalization of taxes for warehousing, push for digitization and focus on creating a skilled workforce for logistics and supply chain. Furthermore, the reduction in corporate taxes will also support the businesses during the overall economic slowdown.

We, at TCI Express, continue to cater to the evolving Logistics needs through our customer oriented and agile business model that offers integrated, value-added services and leverage technology for efficiency gains.

Our large clientele, comprising of both corporates and SMEs, diversified presence across industries along with a superior offering provides us a discernible competitive advantage and accelerated growth opportunities. Our operations continue to expand and currently cover the length and breadth of the country through 800+ company branches and 28 sorting centers. The growth is a testimony of our customer-first approach.

We have been making technological upgrades in the operations systems that not only bring benefits to customers but also help us in offering the best services going forward. In line with this objective, we continue to invest in sorting centres for complete automation and implementation of business intelligence as that will result in shorter turnaround time and enhanced operational efficiencies in the long run. Our investment in building paperless operations and centralized vendor management system is resulting in improved efficiencies in the supply chain and has been appreciated by both customers and vendors.

I am pleased to report that all our initiatives have resulted in a strong growth for the company over successive years and in FY2020 we reported Revenue from Operations of ₹ 1,032 Crores, Net income of ₹ 89 Crores, and Cash flow from operations of ₹ 81 Crores. During this year also, company has remained debt free resulting in an optimum capital structure and higher returns for shareholders. The resilient financial performance even in a subdued economic environment is a reflection of the trust and faith we enjoy from our customers and vendors; and our superior business model.

In FY2021, we expect to see substantial changes and progress across key growth drivers of the logistics in India. We believe that technology adoption is likely to accelerate and create new opportunities in the transportation, warehousing and freight forwarding segments.

In the current crisis times, logistics can emerge as the backbone of the economy thus strengthening other sectors of the economy. The importance of logistics sector in the economic development of India has never been more compelling. A strong logistics sector can go a long way in economic revival and boosting India's quest for being a manufacturing leader.

Looking at the big picture, logistics industry has come a long way and is expected to keep a significant upturn in the performance. TCI Express is confident about its growth strategy, staying firmly focused on our unique value proposition, consolidating partnership arrangement with vendors and growing our SME client base to deliver robust growth and create long-term value for all stakeholders.

D. P. Agarwal
Chairman

Managing Director's Message



“

Our revenues for the year stood at ₹ 1,031.96 Crores with a strong PBT of ₹ 116.98 Crores up by 4.57% from the previous year.

Dear Shareholders,

The fiscal year 2019-20 started on a mixed note, both global and domestic economy were facing headwinds due to ongoing trade wars and geopolitical uncertainties with its impact visible in trade flows and overall business sentiments. These trade tensions spurred a push to create a more self-reliant domestic economy and government unveiled their vision of a \$5 trillion economy by 2024.

Finance Minister of India stressed the importance of transport and logistics sector in ensuring robust physical connectivity and driving domestic growth

in achieving this vision of government. Various government measures such as Pradhan Mantri Gram Sadak Yojana, Industrial and Freight corridors, Bharatmala and Sagarmala projects and UDAN Schemes are important initiatives and enablers to support and enhance the sector.

Logistics sector is currently on the cusp of disruption due to economic growth, sector development plans, digital & technology improvements and changing customer preferences. These themes will shape the future of \$ 210 billion logistics sector and are expected fuel a growth of over 10 percent CAGR in the next five years, creating new opportunities for logistics players.

However, the sector has a long way to go on its growth path as there are multiple challenges it faces, such as – infrastructure deficiency, lack of integrated logistics network, shortage of skilled manpower and slow adoption of technology. In 2018, India was ranked 44th in The World Bank Logistics Performance Index, though moving up from 54th in 2014. The sector is also grappling with inefficiencies and with logistics cost constituting 13-14 percent of gross domestic product, which is high relative to the 8-10 percent that is typical of most advanced economies.

A major role will be played by key policies and reforms rolled out recently by the Indian government such as National Logistics Policy and Multimodal Logistics Park Policy to fuel the logistics sector growth in the long-term.

Initiatives taken by the Company during the year

At TCI Express, we are focused on enhancing operational efficiencies through automation and digitization and therefore continue to make investment in our Sorting Centre in line with our long-term strategic objective. During the year, approval for Pune and Gurgaon sorting centers were received and construction started after an official ground-

breaking ceremony for these two new sorting centres. Construction of the new 2 lakh sq.ft. sorting centre at Gurgaon and 1.5 lakh sq.ft. sorting centre at Pune, adding a total of 3.5 lakh sq. ft. space in our sorting centres, are expected to commence commercial operations from the third quarter of fiscal year FY2021. The new centers will augment the company's growth, achieving higher utilization and delivering better operational reliability.

In the rapidly evolving competitive landscape, we believe technology plays a crucial role which gives you a competitive edge and as we remain fully committed in delivering best in class services to our clients, we are making technology upgrades in our day to day operations. The initiatives taken during the year include, working towards building a paperless supply chain, we have moved to 100% e-Dockets (e-DWBs) during the year. Now, instead of manual dockets, each booking team across the country have access to e-DWB through POS machines. This has resulted in reducing execution time, efficient documentation, optimizing cost, and most importantly create a digital database of truck activity and metrics which can be used to identify and improve efficiencies in the supply chain. The company has the largest hub and spoke express network in the country providing time-definite



express and all these digital initiatives allows company to enhance its operational efficiency and add value to its customers.

Furthermore, to maximize value and build strong relationships with truck vendors, we also implemented a Centralized Vendor Management system. This will help us in identifying and evaluating vendor capabilities, including turnaround times, delivery assignments and overall quality of services. This is expected to result in building strong vendor relationship and create sufficient strategic alignment between vendors and business.

“People are OUR most valuable asset”- this is one of the core principles at TCI Express. We endeavor to create a more human workplace which promotes people’s strengths and capabilities, leading to higher levels of engagement, productivity and commitment. We are providing best growth opportunities to our employees through internal and external training, development, and mentorship programs. This enable employees to develop skills that are personally fulfilling and help them do their jobs better and more

efficiently. As part of our social responsibility, we are also supporting woman empowerment through diversification of leadership by promoting women to management and executive positions.

Our high-trust workplace culture and employee initiatives are validated and recognized by Great Place to Work Institute Inc and I am proud to report that TCI Express has been recognized as a ‘Great Place to Work’. We are humbled and honored with the achievement. It is a testimony of our strong human resource principles and re-affirm our focus of maintaining a culture that values entrepreneurial spirit, diversity, innovation and teamwork.

Resilient Financial Performance

We are happy to report an encouraging performance during FY2020 despite a very challenging economic and business environment. Revenue from operations increased marginally to ₹ 1,032 Crores, as our business was impacted during March 2020 due to the outbreak of COVID-19. We delivered stable EBITDA of ₹ 126 cr. with margins of 12.2 % Further, we reported a strong



PAT of ₹ 89 Crores, up by 22.3 % from the previous year. Our stable margin profile is attributable to higher capacity utilization, operational efficiency and efficient working capital management

We continued to maintain strong balance sheet and cash flows from operations. Our cash flow from operating activities was ₹ 80.78 Crores for FY 2019-20 as against ₹ 77.54 Crores in FY 2018-19. The average capital employed stood at ₹ 309 Crores in the same time frame. With a strong foothold across the logistic market, we continued to offer our customers competitive and effective transport and logistics services. During FY2020, we have incurred a capex of ₹ 32.00 Crores and our focus remain on increasing automation at our sorting centres to improve turnaround time and overall efficiency.

In light of resilient financial performance during the year, the Company distributed total dividend of 200% amounting ₹ 4 per share on the face value of ₹ 2 per share.

We believe that with our asset light model and strong balance sheet will not only allow us to navigate successfully through these unprecedented times but emerge stronger. We will continue to incur meaningful capital expenditure towards our sorting centre which will drive operational efficiencies and reduce overall turnaround time. At TCI Express, we remain fully committed in delivering time definite solutions to our customers and proud to remain preferred choice of logistics partner.

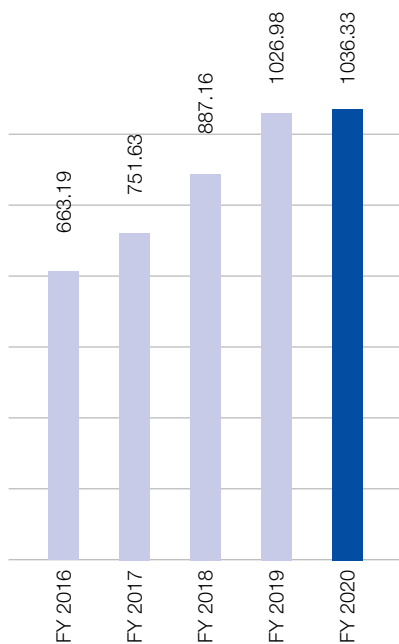
As we continue our journey as a leading time-definite logistics service provider, I would like to express my personal gratitude to the employees for their relentless hard work and commitment. I would like to thank Board of Directors, shareholders, bankers, financial institutions, business partners and other stakeholders for their continued guidance and support.

Chander Agarwal
Managing Director

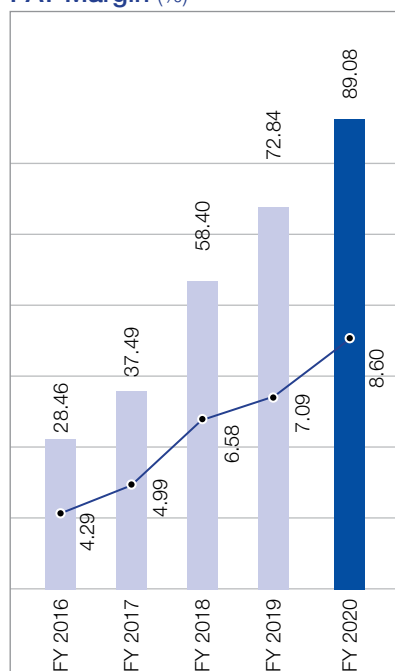


Financial Performance

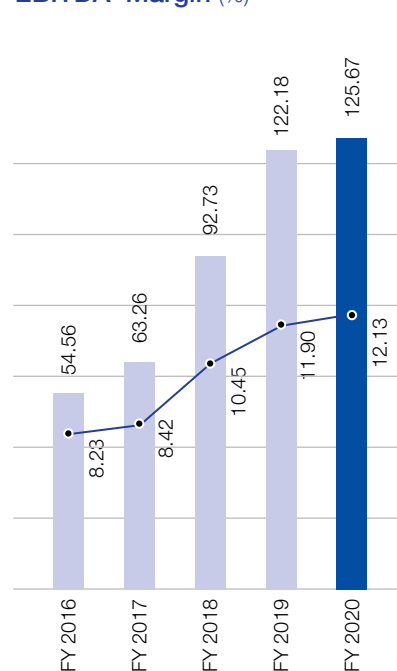
Revenue
(in ₹ Crores)



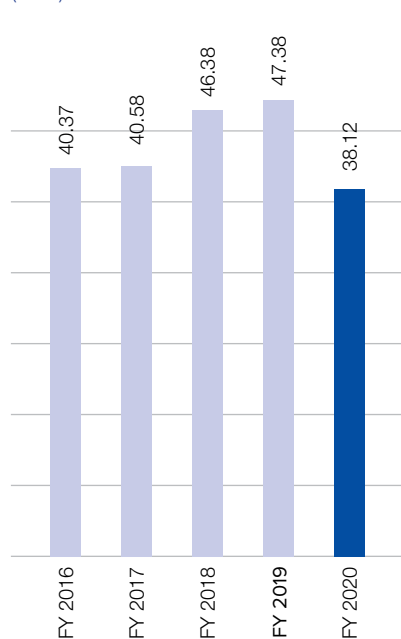
PAT (in ₹ Crores)
PAT Margin (%)



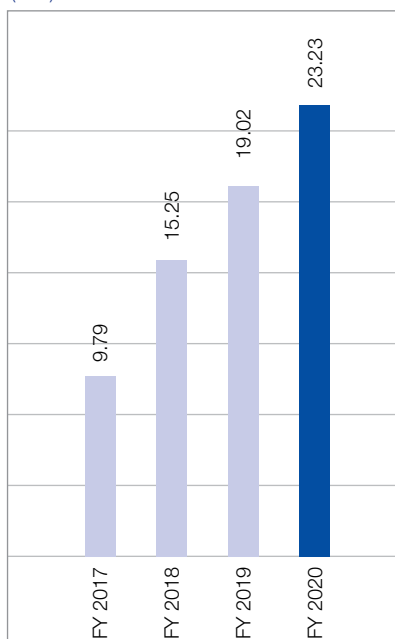
EBITDA (in ₹ Crores)
EBITDA Margin (%)



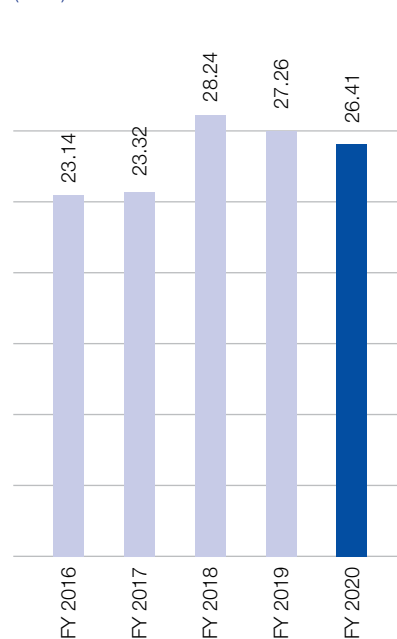
Return on Capital Employed
(in %)



Earnings per Share
(in ₹)



Return on Equity
(in %)



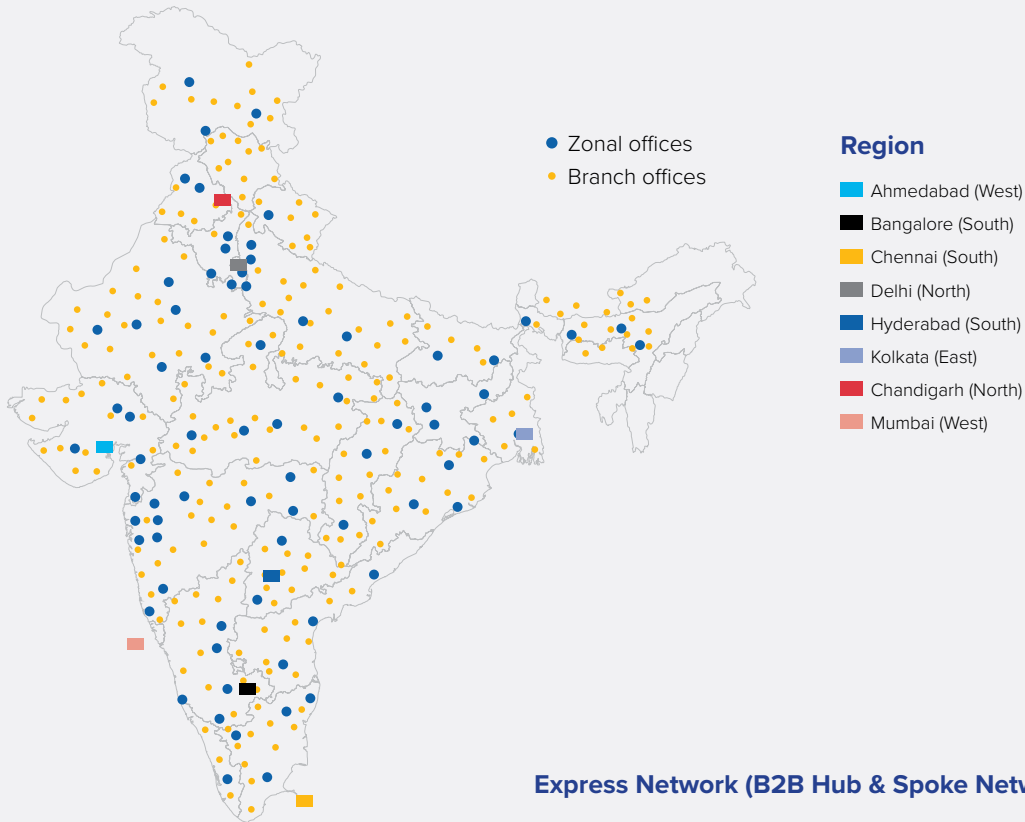
(₹ in Crores. Except as stated)

PARTICULARS	2019-20	2018-19	2017-18	2016-17	2015-16 *	2014-15 *	2013-14 *	2012-13 *
Total Income	1036.33	1026.98	887.16	751.63	663.19	658.63	599.97	555.73
EBIDTA	125.67	122.18	92.73	63.26	54.56	51.91	48.25	45.49
Finance Cost	0.90	3.78	3.76	2.44	5.25	5.76	5.12	5.63
Depreciation & Amortisation	7.79	6.53	5.21	4.31	5.79	6.00	4.39	4.44
Profit before Tax & Exceptional Items	116.98	111.87	83.76	56.51	43.53	40.15	38.74	35.42
Taxes	27.90	39.03	25.37	19.02	15.06	13.65	13.17	11.49
Net profit	89.08	72.84	58.40	37.49	28.46	26.51	25.57	23.93
Cash profit	95.83	79.37	64.56	40.68	34.25	32.51	29.96	28.37
Dividend per share	4.60	3.00	2.50	0.80	0.00	0.00	0.00	0.00
Earning Per Share	23.23	19.02	15.25	9.79	0.00	0.00	0.00	0.00
Gross Block	225.89	199.27	181.44	124.22	88.42	38.75	35.26	36.59
Net Block	195.53	174.43	162.01	105.00	71.53	14.61	16.95	19.45
Share Capital	7.67	7.66	7.66	7.66	7.61	0.00	0.00	0.00
Net Worth	337.27	267.19	206.81	160.77	122.98	115.43	101.95	93.46
Total Debts	2.84	8.68	39.82	31.03	40.33	0.55	1.12	0.94
Capital Employed	343.43	275.49	212.77	164.64	125.91	115.73	102.27	93.99
Avg. Capital Employed	309.21	244.13	188.70	145.28	120.82	109.00	98.13	90.97
Return on net worth	26.41%	27.26%	28.24%	23.32%	23.14%	22.96%	25.10%	25.60%
Return on Capital Employed	38.12%	47.38%	46.38%	40.58%	40.37%	42.12%	44.73%	45.12%
Debt Equity Ratio (times)	0.01	0.03	0.19	0.19	0.33	0.00	0.01	0.01
Interest Cover (times)	140.08	32.33	24.68	25.90	10.40	9.02	9.42	8.08
Book Value per share (in ₹)	88.09	69.78	54.01	41.99	0.00	0.00	0.00	0.00

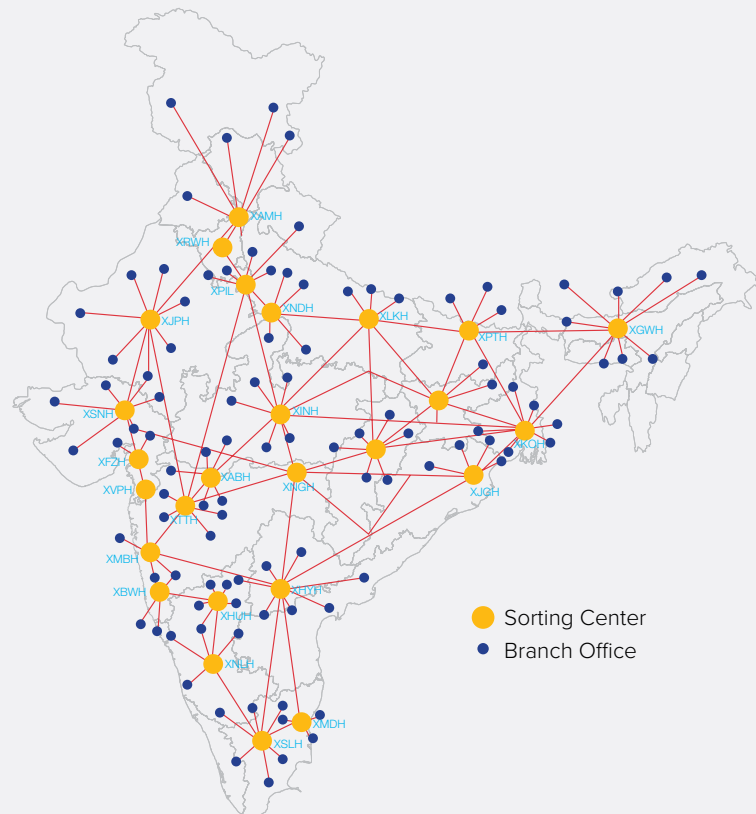
(*) The figures belong to the erstwhile TCI XPS division of Transport Corporation of India Limited.

Domestic Footprints

Organization Setup



Express Network (B2B Hub & Spoke Network)


500

Express Routes

800

Company Branches

28

Sorting Centres

2500

Feeder Routes

50

Zonal Offices

8

Regional Offices

708

Districts Served

Board of Directors



Mr. D.P. Agarwal
Chairman and Director



Mr. Chander Agarwal
Managing Director



Mr. Vineet Agarwal
Director



Mr. Murali Krishna Chevuturi
Director



Mr. Ashok Kumar Ladha
Director



Mrs. Taruna Singhi
Director



Mr. Prashant Jain
Director



Mr. Phool Chand Sharma
Director

Corporate Information

Board of Directors

Mr. D.P. Agarwal, Chairman
Mr. Chander Agarwal, Managing Director
Mr. Vineet Agarwal, Non-Executive Director
Mr. Murali Krishna Chevuturi, Independent Director
Mr. Ashok Kumar Ladha, Independent Director
Mrs. Taruna Singhi, Independent Director
Mr. Prashant Jain, Independent Director
Mr. Phool Chand Sharma, Non-Executive Director

Other Information

Mr. Mukti Lal, Chief Financial Officer
Ms. Priyanka, Company Secretary & Compliance Officer

Statutory Auditors

M/s. R.S Agarwala & Co.
Chartered Accountants

Principal Bankers

State Bank of India
HDFC Bank

Registered & Corporate Office

Registered Office

Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor,
Ashoka Bhoopal Chambers, S.P Road,
Secunderabad-500003, Telangana
Tel: +91-40-27840104
Email: info@tcipress.in
Webste: www.tcipress.in
Toll free: 1800 2000 977
CIN: L62200TG2008PLC061781

Corporate Office

TCI House, 69 Institutional Area, Sector-32,
Gurugram-122001 (Haryana)
Tel: +91-124-2384090-94
Email: info@tcipress.in

Registrar & Share Transfer Agent

M/s. KFin Technologies Private Limited
(Formerly known as "Karvy Fintech Private Limited")
Selenium Building, Tower-B, Plot No-31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi, Telangana, India, 500032
Tel. +91 40 6716 2222
E-mail: rajeev.kr@fintech.com
Website: www.kfintech.com

Management Discussion and Analysis

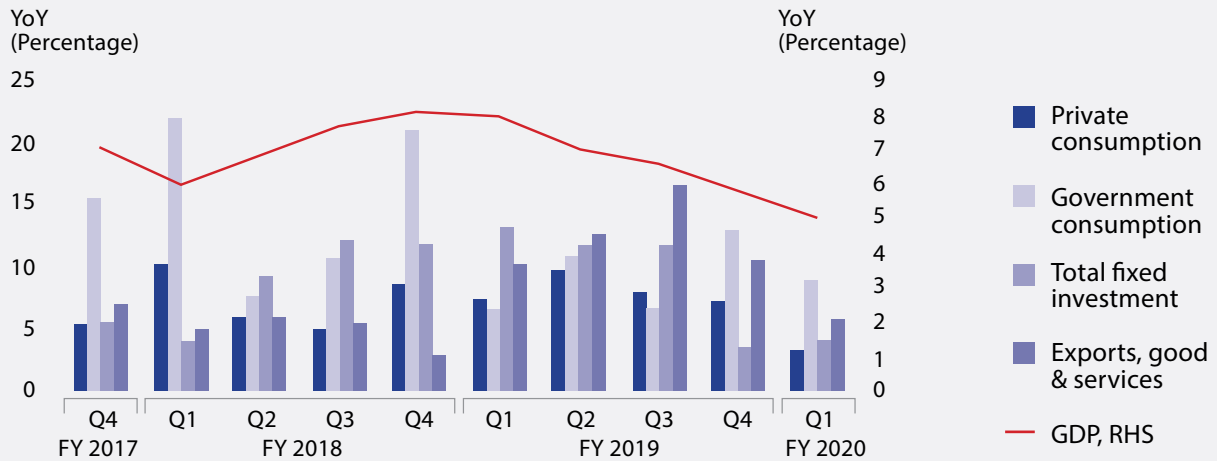
Indian economy review

One of the fastest-growing economies in the world up until recent years, India recorded below 6% GDP growth on a y-o-y basis for the 1st time in seven years. During the 1st quarter of FY20 India recorded a near 5% growth, the slowest since the fourth quarter of FY13. Three of the four growth engines such as private consumption, private investment, and exports have slowed down significantly. Consumption, the biggest contributor to India's growth till date, fell to an 18-quarter low of 3.1% in Q1 FY20, pointing to the fragile consumer sentiment and purchasing ability. Private consumption which contributes nearly 60% to India's GDP, is estimated to have grown at just 5.7% in 2019-20 compared to the 8.1% growth in the previous fiscal year. On the industry side,

several core sectors including auto, real estate, and manufacturing were in deep waters for the major part of FY20. The auto sector in 2019 witnessed its worst decline in auto sales in more than two decades. Manufacturing is expected to have grown at just 2% in 2019-20, the lowest growth rate in nearly 15 years, compared to 6.9% in 2018-19. Exports grew at just 5.7% and have remained volatile owing to global uncertainties around trade and investments and geopolitical tensions. The fourth engine, government consumption, and investment are running out of steam because of the limited elbow room the government has for counter-cyclical spending as the budget deficit remains under pressure.

India's GDP growth impacted by sluggish demand

Growth in domestic demand (in real values)



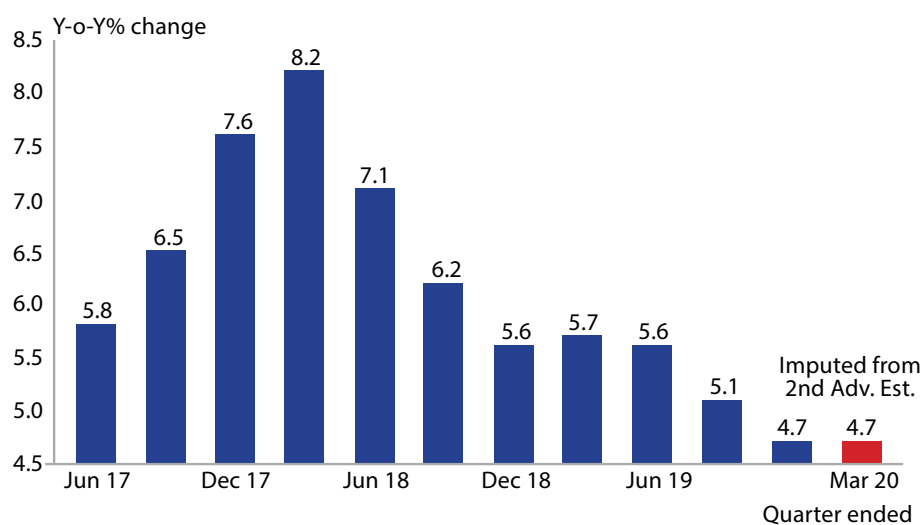
(Source: <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>)

The slowdown is majorly owing to the sluggish demand. Several internal factors like stagnating rural wages, tightening lending conditions (because of the ailing health of the financial institutions), and rising unemployment have contributed to low demand for goods and

services. Additionally, structural factors have also contributed to the sluggishness. These include changing consumer preferences due to a rising proportion of millennials among consumers and technology innovations, both of which are transforming demand patterns.

India's macroeconomic performance

GDP growth tumbles down



■ Real Gross Domestic Product Growth

(Source: <https://economicoutlook.cmie.com/>)

Indian logistics industry overview



Estimated to employ nearly 40 million people by the end of 2020, the Indian logistics industry is one of the mainstays of the emerging Indian economy. Currently valued at around US\$ 215 billion, the Indian logistics industry is expected to grow at a CAGR of 10.5% between 2019 and 2025. Reviving domestic demand growth, supported by government reforms, transportation sector development plans, growing retail sales, and the eCommerce sector are likely to be the key drivers of growth for the Indian logistics industry. Further impetus is likely to be provided by the enhanced focus on the part of the government in the manufacturing sector and awarding the sector with an infrastructure status which is likely to bring in more investment. With the e-commerce business gaining popularity in India, online freight platforms and aggregators are on the rise in the Indian logistics market, given the need for low entry

barriers and less capital investment compared to setting up of an asset-based business model.

Despite being highly fragmented and dominated by unorganized players, the Indian logistics industry has shown tremendous improvement over the last decade, starting from scratch and reaching a level where the Indian logistics industry and its players today are competing with the top global players and markets. With increased private and government investment in the sector, India's port capacity is likely to grow at a CAGR of 5% to 6% by 2022 and is expected to add a capacity of 275 MT to 325 MT. Further, Indian Railways aims to increase its freight traffic from 1.1 billion tons in 2017 to 3.3 billion tons in 2030 whereas aided by the different factors the freight traffic on Indian airports is likely to reach 17 million tonnes by FY40.

Factors to drive growth of the Indian logistics industry

Increased focus of the government in infrastructure development:

The Indian Government's focuses on improving the logistics industry in India by making attempts to modernize the functionality starting with infrastructure development. This is likely to drive strong growth for the industry as the lack of infrastructural facilities was plaguing the industry for some time now. The Government introduced key infrastructural development projects to increase access to the untapped rural markets in the country. This is likely to enhance the efficiency of the supply chain and improve connectivity issues faced due to the geographical vastness of the country and the different terrains present. However, in order to bring a substantial change, there are also other factors that are worth considering. Logistics education, training, and an understanding of the framework are very important for the overall progress of the logistics industry just as hardcore infrastructural development is.

Formalization of the industry:

Logistics is considered to be the backbone of the manufacturing and trading activities of the Indian economy. The implementation of the goods and services tax (GST) ushered in the much-needed reforms in India's largely unorganized logistics sector. With the implementation of GST, turnaround time in road transport reduced 18-20% after border check-posts were dismantled, and as India becomes one single market wherein goods can move freely inter-state without any levy. Granting of the infra status, and relaxing the FDI policies is expected to further help the Indian logistics industry and provide the required boost.

Implementation of the latest technologies:

Technology is responsible for the stellar progress in the Indian logistics industry in recent years. Artificial intelligence (AI), machine learning (ML), and the internet of things (IoT) have proven to be groundbreaking to traditional logistics operations in the country. Advantages like optimizing cost, smart decision making, reducing execution time, efficient documentation, and enhanced productivity are inevitable with the integration of the latest technology.

Major initiatives undertaken by the Government

Rise of international business in India, growing population of the e-commerce retailers especially in Tier-II cities, a corresponding increase in demand and the entry of more multinational companies in the FMCG segment, has showcased the growing importance of the Indian logistics industry and how the last-mile delivery has always been the most challenging and expensive part of the delivery process.

The performance of the logistics sector in the economic development of India has never been more compelling than what it is today. A robust logistics sector can go a long way in boosting



India's quest for being a manufacturing giant given that several initiatives like 'Make in India' have been launched by the government.

Here are a few measures undertaken by the government to boost the Indian logistics industry

Promoting the government's 'Make in India' policy:

The key focus area of this scheme is aimed at strengthening the potential of the manufacturing sector. As a part of this policy, the government plans to set up industrial corridors to promote manufacturing clusters by connecting them via intermodal and multimodal transportation. This initiative is likely to provide the required impetus.

Setting up of new logistics division:

The government has set up a new logistics division within the Department of Commerce to coordinate integrated development of the sector by way of policy changes, improvement in existing procedures, identification of bottlenecks and gaps, and introduction of technology-based interventions.

Enhanced budget allocation:

The recent Union Budget witnessed the allocation of ₹ 1.7 lakh crore towards transport infrastructure, promising to monetize 12 highways, spread over 6,000 kilometers, by 2024. This is likely to further benefit freight movement and transportation costs.

Multi-Modal Logistics Parks Policy (MMLPs):

MMLP is one of the major key policy initiatives on the part of the Government of India to improve the country's logistics sector. This initiative is expected to lower freight costs, reduce vehicular pollution and congestion, and cut warehouse costs to promote domestic and global trade.

Setting up of logistics portal:

The Government has set up a National Logistics Portal and is being developed in phases to serve as a transactional e-marketplace by connecting buyers, logistics service providers, and relevant government agencies under one single roof. This portal is expected to be the single window market place to link all stakeholders and reduce the procedural time.

Challenges faced by the Indian logistics industry

Highly unorganized: The warehouse industry in India is still highly unorganized and fragmented. This is because most of the warehouses in India are less than 10,000 sq.ft. which results in high inventory holding costs, higher storage cost, and improper material handling which leads to damage of the product.

Lack of skilled workforce:

Indian warehouse and supply chain management industry lack trained personnel which results in improper handling of cargos and a higher probability of damage.

Outlook

India is today waking up to the dream of tech-driven integrated logistics. Over the past couple of years, structural reforms have drastically enhanced the logistics efficiency in India. For instance, a large number of Indian warehouses are today equipped with state-of-the-art technologies from IoT-devices to automated sorters and handlers, which considerably decrease the turnaround time (TAT) in in-house logistics operations. On the other hand, initiatives like mandatory use of FASTag and the new Automotive Industry Standard (AIS-140) have made RFID tags and GPS/GSM trackers mandatory for all commercial vehicles. These developments, alongside others, other initiatives on the part of the government is likely to drive the growth of the Indian logistics industry.



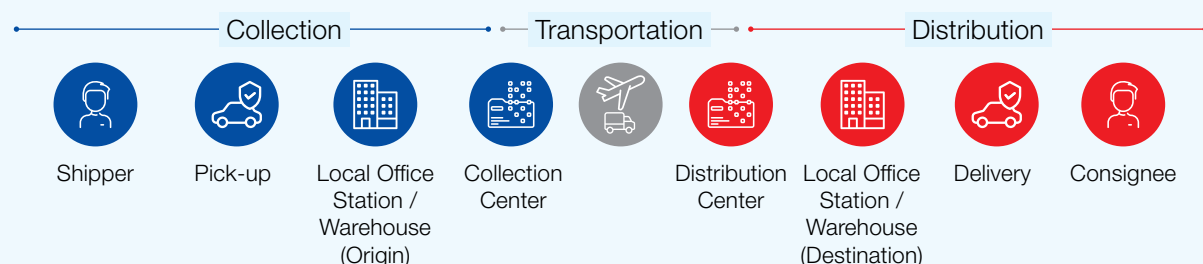
Indian express logistics industry

The performance of logistics sector in the economic development of India has never been more important than what it today. With the entire economy coming to a stand grinding halt owing to the lockdown because of the pandemic outbreak, it is the logistics industry that came to the rescue and supplying essential commodities from one part of the country to another. This Covid-19 crisis saw logistics industry emerge as the key differentiator for the companies rather than being just an activity that happens in the background.

A robust logistics industry can go a long way in boosting India's quest for being a manufacturing

hub of the world, given that several initiatives like 'Make in India' have been launched by the government. Increasingly, companies across the globe are looking at the world as both a unified production base and a market that a competitive logistics sector can successfully tap into. One of the fastest growing industries across the world, the express logistics industry in India has also grown leaps and bounce over the last few years. The rising importance of e-commerce, increasing B2B transactions, and the subsequent surge in consumer demands has resulted in solid growth of the Indian express logistics industry along with continuous transformation of the industry.

Process flow of the express logistics industry



Process flow of the express logistics industry

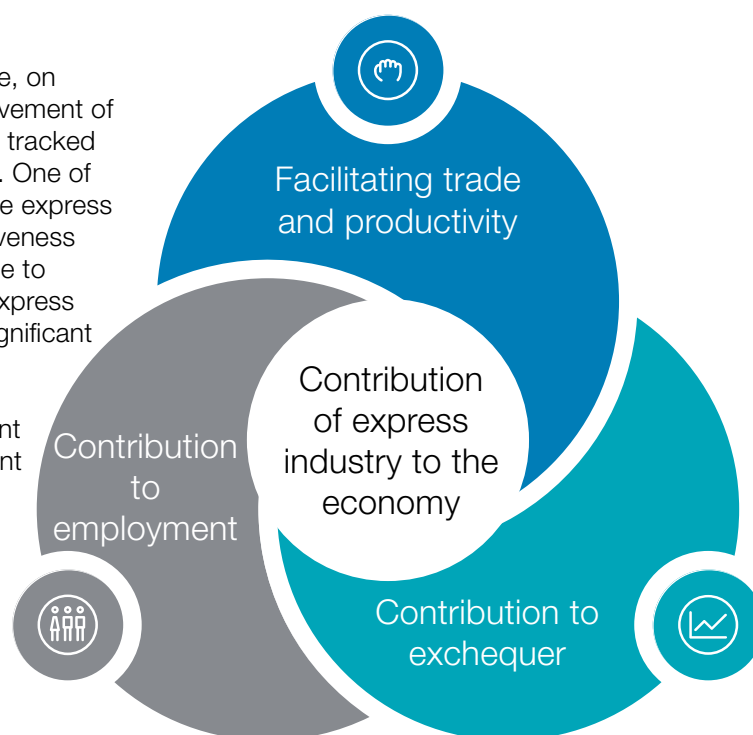
Expected to constitute a mere 2% of the global express logistics industry, the Indian express logistics industry is pegged to grow at a CAGR of 17% till 2023 and employ nearly 26 lakh people. Further, the government understanding growing the importance of end-to-end logistics in today's globalized business environment, several measures have been undertaken to boost the Indian express logistics industry and to play an increasing role in driving the Indian economy.

Slow adoption of new technologies has been another big constraint for the industry. As a result, the express logistics ecosystem is fraught with operational inefficiencies and poor asset utilization

- leading to high costs and under-performance. But with the growing importance of digitization in face of the recent crisis which showcased the importance of being digitally advanced, the express logistics industry is likely to see another major transformation as more and more companies opt for a digitally advanced logistics platform. Shortening of product lifecycles, evolving business models such as just-in-time approach, global outsourcing, and increasing demand for expedited delivery created newer demand segments for the express industry. Advancement of technology led to automation of critical functions such as tracking, scheduling, and handling consumer conversations, among others. This enabled the companies to scale up to cater to the growing demand.

Express operators provide fast, reliable, on demand, integrated, door-to-door movement of shipments across the world which are tracked and controlled throughout the journey. One of the most important contributions of the express industry is its impact on the competitiveness and growth of the other industries. Due to the rapid growth of the industry, the express logistics industry has emerged as a significant contributor to the Indian economy by facilitating the speed of trade and commerce plus in terms of employment creation and infrastructure development and to the government in terms of the tax revenues.

Indian B2B express logistics industry



One of the key characteristics of the express delivery service is the integrated nature of the service where the company maintains control over all the aspects of the end to end transportation process. The Indian B2B express industry has evolved rapidly in the past few years and added newer segments with the changing business environment in the country. E-commerce, engineering based companies and a gamut of Micro, Small and Medium Enterprises (MSMEs) has been the key growth drivers of the Indian express industry in the over last decade.

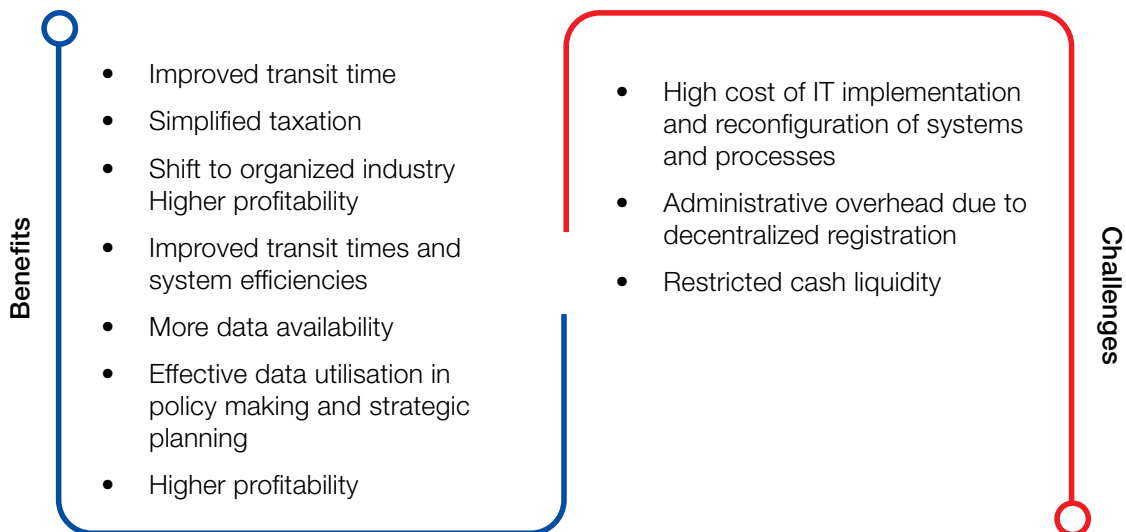
Sustained investment in the digital transformation of B2B cross-border businesses has played an increasingly important role in helping the Indian players evolving and emerge highly competitive in the highly competitive express logistics business. Further growth of the sector was driven by other key industries utilizing and benefiting from express services include electronics (OEMs), auto components, digital goods, textiles, pharmaceuticals, medical devices, and industrial engineering.

Industry	Express service availed
Auto-components	Safe and secure transport of spare parts to remote locations or on an urgent basis
Textile and lifestyle	Shipment of the finished product from the warehouse to the distributor or the location
Electronics/Digital/IT	
Hardware	Shipment of spare parts for after sales servicing, PCs, printers, laptops and mobiles
Medical Equipment	Timely shipment and distribution of critical medical equipment at hospitals and nursing centers
Pharmaceuticals	Safe and secure transportation of critical clinical trial products and time and temperature sensitive medications

Growth of MSMEs, growth of manufacturing in India due to the impetus on the part of the government such as 'Make in India' initiative, deployment of technology enabling superior tracking and tracing are some of the key factors that have driven the growth of express logistics in India. Further adoption of favourable policies such as GST

implementation, National Integrated Logistic Policy, and National Civil Aviation Policy has acted as the required catalyst for the Indian express logistics industry in sustaining double digit growth over the last five years.

Impact of GST implementation on the express industry

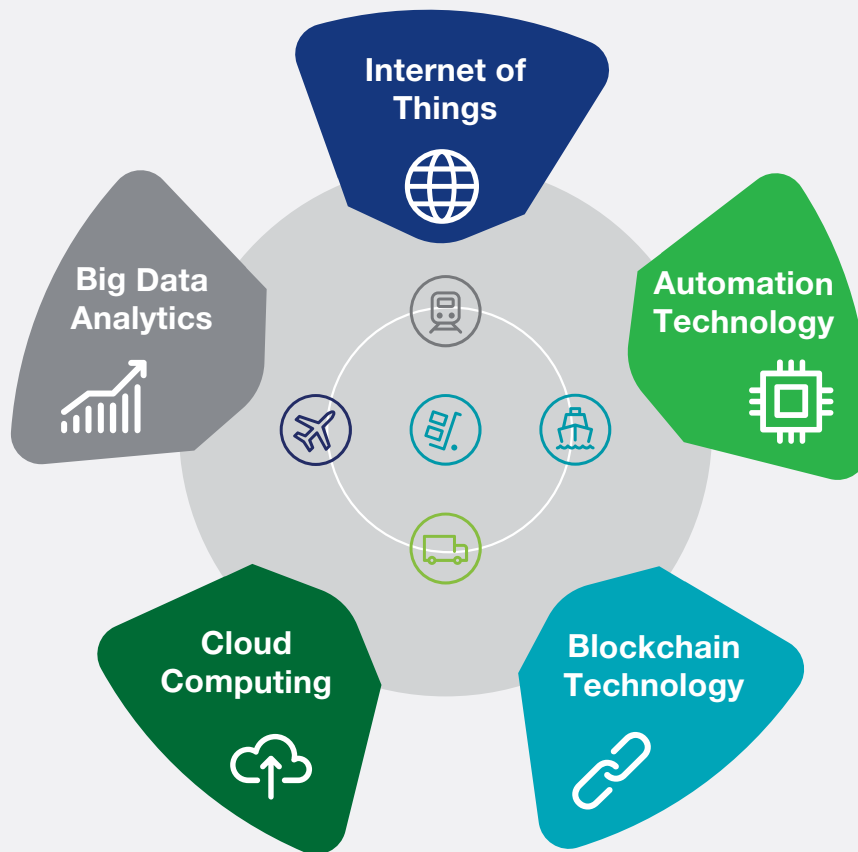


Advancement of technology has also led to automation of critical functions, thereby enabling the companies to scale up to cater to the growing demand. Over the years, the India B2B express logistics industry has taken into consideration the typical customer journey and have accordingly incorporated functionality and technologies that one hand enhanced customer experience while on the other allowed to industry grow at a rapid pace.

With India emerging as the new hot spot for different manufacturing activities, the role of the express logistics industry is expected to become all the more crucial in the years to come. To ensure a truly seamless end-to-end process integration, the Indian B2B companies have over the years improved the delivery and collection options which has helped them compete with many international players. With

the economy taking different proactive measures to bounce back on its growth track and with many companies considering India as their next manufacturing hub over China, the Indian B2B express industry is sitting at the cusp of its next leg of growth. Therefore, to drive a seamless digital transformation, the Indian B2B express industry should aim for seamless integration of processes, digital infrastructure readiness, effective utilization of modern technologies such as AI and ML for efficient business intelligence generation, provide credibility and build trust for transactions between companies involved in the supply chain, minimize possible financial risks by enabling more reliable and safer payments systems, and offer a global network of local partners and consultants with the expertise and local knowledge to support companies in understanding the specifics of targeting overseas customers and navigating across borders.

Digital technologies that are likely to transform the Indian logistics space



Outlook

Looking at the big picture, on the global level, Indian logistics as an industry has come a long way and is expected to keep a significant upturn in performance on the world's platform. Indian players and international corporations joining hands is expected to create a mutually beneficial relationship by reducing their logistics costs, increasing transportation abilities for the customers while bringing much-needed income

to the logistics industry, one of the biggest industries of the country.

While the Indian logistics industry was once considered to be a service provider, now it is classified as an end to end solutions provider for multiple sectors of the industrial realm. In the years ahead, the worth of the logistics industry is likely to expand substantially due to the key areas bringing a substantial improvement to operations and overall management.

Global economy review

Plagued by prolonged trade conflicts and wide range policy uncertainties, the global economy is estimated to have grown at 2.9% in 2019. The global volume of merchandise traded slowed down dramatically in recent years and even went in reverse in 2019 in contrast to a 21st-century average growth rate of about 3.4% per annum. Global growth and economic activities weakened considerably in 2019 as it got negatively impacted by ongoing trade wars, geopolitical tensions, and idiosyncratic stress in some of the key emerging economies including weakening growth in China. In many parts of the world, the manufacturing sectors were hovering either in a

recession or close to recession territory which again negatively impacted global growth. In response, many central banks began to loosen their monetary policy – rather than tightening them as had been expected a year ago – with some countries (notably China and the United States) providing additional stimulus to boost the economy.

Intensifying social unrest in several countries presented with new challenges, while weather-related disasters such as hurricanes in the Caribbean, drought and bushfires in Australia, floods in eastern Africa, and drought in southern Africa had its own share of impact on the global economy.



Global logistics industry landscape



Connecting critical components of the supply chain from a product's point of origin to its point of consumption is the key responsibility of the global logistics industry. A critical component of the global open economy and trade, the definition of logistics in the industrial world and the global market keep evolving continuously. Growth in global logistics is fueled by three fundamental factors: increasing consumption, rising e-commerce, and ongoing reconfiguration of the supply chain to move goods more quickly and efficiently. The enduring strength of these factors across the world means it is an indication that global logistics will continue to play an essential role in the world economy and trade.

During 2019, global trade growth slowed to an estimated 1.1%, the lowest level since the 2008-09 financial crisis, and a number of factors such as tariffs and tensions between the world's largest consuming and producing nations; an anaemic European Union economy; slowdowns in key developed and emerging economies; and social and political unrest caused some serious concern for the players in the global logistics industry.

Valued at around US\$ 6.6 trillion, the year 2019 was another extremely turbulent period of time for the global logistics industry. In 2019 the global logistics industry for the first time since 2009 saw a contraction in the US and China imports for air and sea. In 2019, air cargo traffic turned negative for the first time since 2012. The 3.3% annual decline in demand was the steepest drop since 2009 during the global

financial crisis. Freight carriage slipped to 61.2 million metric tons compared to 63.3 million tons in 2018. However, cargo traffic is expected to see a rebound in growth in 2020 while volume is predicted to reach 62.4 million tons. Further, cargo revenues are expected to slip for the third year in a row in 2020 with the revenues expected to reach US\$ 101.2 billion, after a decline of -1.1%. Boosted by strong economic activity in the fourth quarter of 2019, the year saw almost \$140 billion of investment in the global transport and logistics industry, an increase of 19% over 2018. Transactions in the passenger ground category accounted for 35% of total deal value in the sector and represented four of the top ten transactions of the year.

In terms of region, North American carriers saw a 1.1% decrease in freight demand in 2019 due to slower growth in the U.S. economy and trade tensions between the U.S. and China. However, the European airlines saw a 2.6% uptick in freight demand during the same period. Boosted by better than expected economic activity in the third quarter of 2019 in several of Europe's larger economies helped support demand. But the major concern was surrounding the Asia-Pacific region, as the region saw a 3.7% decline in airlines freight demand. However, the thaw in U.S.-China trade relations and robust growth in key regional economies were some of the positive developments. Asia-Pacific continued to be the largest logistics market in 2019 and accounted for nearly 45% of the global logistic spending.

Major trends shaping the global logistics industry in 2019-20

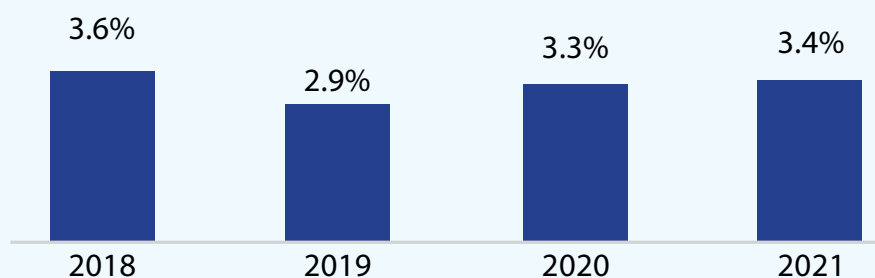
Rising importance of Blockchain:

One technology that is slowly gaining popularity amongst the different players in the logistics industry is blockchain. Bottlenecks in the logistics arena tend to occur because of a lack of transparency and plenty of red tapes. Often the precise location of the ships couldn't be tracked, which made it virtually impossible to optimally schedule deliveries or provide guaranteed specific delivery times. However, it has been observed that blockchain has the potential to eliminate most of these roadblocks because it can serve as an encrypted digital ledger tracking the movements of products from warehouse to customer and linking documentation directly to the shipment as it makes its way to the destination. Any possible irregularities that could upset a shipment's smooth passage could be made readily available through a blockchain logistics programme. Therefore, it would allow the logistic companies to undertake proactive measures to rectify the problems. Further, blockchain could automate the process of managing customs protocols and payments to subcontractors.

Enhanced usage of Artificial Intelligence (AI):

Over the last few years, many logistic companies adopted new technology AI as it helped them distinguish themselves from the competition, provide better service, cut costs and enhance day-to-day operations. The use of AI-enabled sensors inside trucks, ships, and airplanes connected to AI programmes helped the global players monitor fuel consumption and recommend ways to minimize oil and gas usage. Further, it helped suggest proactive maintenance activities before expensive and time-wasting major breakdowns occur. Further, AI-enabled robots helped logistic companies in terms of handling warehouse inventory management and loading dock activities. More accurate predictions for customer demand mean more lead time and opportunities for distributors and shippers to engage in predictive shipping. Optimizing shipping routes and making last-mile delivery more efficient, are some of the benefits offered by AI.

Global economic growth



(Source: <https://www.cnn.com/2020/01/21/davos-2020-imf-forecasts-for-the-global-economy-in-5-charts.html>)

The fag end of 2019 finally saw the market sentiment being boosted by tentative signs that manufacturing activity and global trade are bottoming out. A broad-based shift toward accommodative monetary policy, intermittent favorable news on US-China trade negotiations,

and diminished fears of a no-deal Brexit lead to some retreat from the risk-off environment. Based on these positive sentiments, global economic growth is likely to improve slightly in 2020 and 2021 and is expected to grow at 3.3% and 3.4% respectively.

Company overview

Founded in 2016, after the demerger of TCI Express from Transport Corporation of India Limited, TCI Express is a renowned player in the in the express logistics industry with expertise in providing multi-technology and multi-specialist door-to-door express distribution services in the Indian and International markets.

With a strength of about 3,000 employees TCI Express carries out a wide range of services such

as surface express, reverse express, domestic and international air express and e-commerce express for automotive, pharmaceutical, retail, engineering, apparel, e-commerce, and other industries.

Backed by a network of 28 sorting centres, 500 express routes, 2,500 feeder routes, 800 branch offices, 40,000 pickup and delivery points and 5,000 containerized vehicles, TCI Express today services 95% of the pin codes in India.

Operational highlights

70

Number of new branches opened in 2019-20

365

Number of BA/ DBA added in 2019-20

Implemented Digital Booking in place of manual booking

Geofencing through vehicles receiving at all major Hubs

Finance review

Basis of preparation

The financial statements of the Company were prepared in accordance with generally accepted accounting principles (GAAP) in India.

Financial performance review, 2019-20

Particulars	2019-20 (₹ in crores)	2018-19 (₹ in crores)	Y-o-y growth
Operating revenue	1,031.96	1,023.79	1.00%
PBT	116.98	111.87	4.57%
PAT	89.08	72.84	22.30%
Cash profit	95.83	79.37	20.74%
EPS (₹)	23.23	19.02	22.13%
Key ratios			
Debt equity Ratio (times)	0.01	0.03	0.02
Interest coverage Ratio (times)	140.08	32.33	(107.75)
Current Ratio (times)	2.52	1.87	0.65
Debtors Turnover (times)	7.38	7.60	(0.22)
EBITDA Margin	12.13%	11.90%	23 bps
PAT Margin	8.60%	7.09%	151 bps
Return on Net worth	26.41%	27.26%	(85) bps

Total revenue: The total income from operations for the Company has increased by 1% to ₹1,036.33 crores in 2019-20 from ₹1,026.98 crores in 2018-19.

Other income: Other income increased to ₹4.37 crores for 2019-20 from ₹3.19 crores in 2018-19, an increase of 37%.

Operating margin: EBITDA (including other income) for 2019-20 was ₹125.67 crores as compared to ₹122.18 crores for 2018-19, reporting an increase of 3%, due to better pricing, and process improvements, operating efficiencies has improved.

Costs & Expenses

Employee costs: Manpower cost for 2019-20 stood at ₹101.80 crores compared to ₹85.86 crores in 2018-19. In terms of percentage of turnover, it increased to 10% as compared to 8% in the previous year. The increase is mainly due to an incremental cost to attract top talent and retain existing performers.

Other expenses: Other expenses for 2019-20 stood at ₹74.70 crores compared to ₹65.57

crores in 2018-19. As a percentage of turnover, it increased to 7% in 2019-20 as compared to 6% in 2018-19.

Interest expenses: Interest expenses for the year 2019-20 decreased to ₹0.90 crores from ₹3.78 crores in 2018-19, a decline on 76% in interest cost. This was largely owing to the repayment of external debts.

Depreciation: Depreciation cost as a percentage of turnover has marginally increased to 0.75% in 2019-20 to 0.64% in 2018-19.

Analysis of Balance Sheet

Net worth: The net worth of the Company has increased from ₹267.19 crores as on March 31, 2019 to ₹337.27 crores as on March 31, 2020. The increase in net worth is on account of profit addition made during the year.

Borrowings: The total non-current borrowing has decreased from ₹2.30 crores as on March 31, 2019 to ₹1.91 crores as on March 31, 2020. The debt-equity ratio is at 0.01 as on March 31, 2020, which was 0.03 as on March 31, 2019.

Cash and bank balance: Cash and bank balance decreased from ₹17.10 crores as of 31 March 2019, to ₹12.60 crores as of 31 March 2020.

Capital expenditure: The Company has capitalized additional fixed assets of ₹32.00 crores. Capital expenditure was made from the internal accruals only, during the year 2019-20.

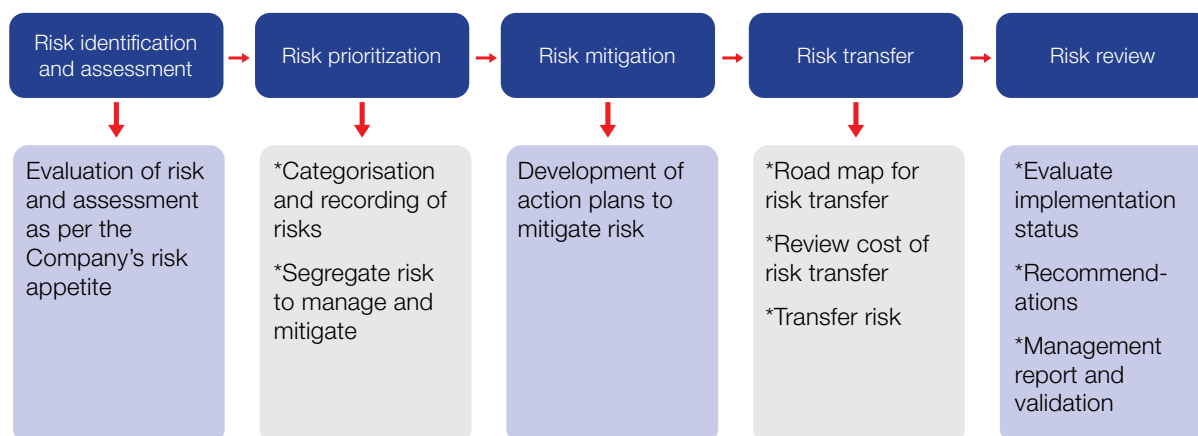
Current assets & liabilities: The Company's current assets primarily consist of debtors, inventories, cash and bank balances and loans and advances. Total current assets as on March 31, 2020 were ₹222.15 crores as against ₹193.07 crores as on March 31, 2019.

The Company's current liabilities primarily consist of short-term borrowings, trade payables, short term provisions and other current liabilities. Total current liabilities as on March 31, 2020 was ₹88.10 crores as against ₹103.98 crores as on March 31, 2019.

Current ratio: The current ratio stood at 2.52 as at March 31, 2020 compared to 1.87 as on March 31, 2019. The improvement in the current ratio was largely owing to reduction in trade payables and increase in short-term investments. Total current investment of the Company as on March 31, 2020 stood at ₹28.59 crores compared to nil on March 31, 2019.

Risk factors

Process flow to mitigate risk



Key risk	Potential impact	Mitigation measures
Goods in transit risk	<ul style="list-style-type: none"> Threat of damage Pilferage / shrinkage or loss of cargo due to normal transit hazards Accidents or hijacking of trucks or force majeure 	<ul style="list-style-type: none"> > Insurance of all vehicles against loss or damage due to accident or owing to any other hazard in transit. > Installed state-of-the-art surveillance system to mitigate pilferage
Fluctuating fuel price risk	<ul style="list-style-type: none"> Fluctuating fuel prices may impact profitability and operations 	<ul style="list-style-type: none"> > Implemented fuel surcharge mechanism to ensure revenue assurance > Operates with contractual trucking agreement to minimize the impact of fuel price fluctuations > Adopted periodic freight rate revision strategy to pass on the fluctuations
People risk	<ul style="list-style-type: none"> Loss of key personnel and skills shortage Reputational damage Disruptions to operations Negative impact on express delivery and distribution system 	<ul style="list-style-type: none"> > Innovative employee retention strategy such as health insurance policy and regular recognition programs > Well-structured incentive scheme and remuneration policy > Maintains an optimum balance of experience and enthusiasm > Safe and healthy work environment

Key risk	Potential impact	Mitigation measures
Technology and IT risk	<ul style="list-style-type: none"> • Loss of sensitive client and confidential Company information • Cyber attacks • Missed delivery schedules • Unstable network and inefficient tracking 	<ul style="list-style-type: none"> > Cloud based systems > State-of-the-art technology applications with proper information safeguarding policies > Backup and effective business contingency plan > Implemented integrated IT platform and business intelligence tool
Infrastructure risk	<ul style="list-style-type: none"> • Inefficient modal and terminal transport infrastructure • Poorly designed storage facilities may result into delivery misses and reputation loss, which in turn can impact profitability 	<ul style="list-style-type: none"> > Possesses largest pan-India networks with 800+ branches offering time-bound express deliveries to 708 districts out of 712 districts in India > Has in place a fleet of 5,000 containerized trucks
Competition risk	<ul style="list-style-type: none"> • Loss of business • Loss of reputation • Reduced market share 	<ul style="list-style-type: none"> > Established player in the express logistic industry with multi-decadal experience > Cohesive transport and delivery services provide across India and in international markets > Provides delivering services to 40,000+ locations and 95% of pin codes in India > Market leader in India with strong brand name and recall

Internal control system and adequacy

The Company has in place well-established policies and procedures for internal control of operations and activities. It continuously strives to integrate the entire organization – from strategic support functions to core operational functions.

The Company has put in place a set of standards that enables it to implement internal financial control across the organization and ensures that the same are adequate and operating effectively. The findings and recommendations of the statutory and internal auditors are periodically reviewed by the Board, which suggests corrective actions based on them when required. The Audit Committee of the Board of Directors is also active in the system of checks and balances that ensure the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

Human resource

We believe that our intellectual capital is the true asset of our business and losing them could have an adverse effect on the Company's performance. At TCI Express, we believe that to ensure skill development and to be able to face major challenges, we need teams who deliver and who are motivated. Our human capital is our greatest tool for shaping the future of the Company and is also critical for our smooth functioning. Discovering talented people and retaining them is the key aim of our HR policy.

Our people are our greatest strength as a company and the bedrock of our organization. That's why our highest priority is to provide a rewarding workplace that's safe, welcoming, and supportive of professional development. Our company enjoys the support of committed and well satisfied human capital. Compensation packages offered by the Company, best of class methods in terms of recruitment, training, motivation, and performance appraisal, attract and retain the best in talent. These practices enable the Company to keep the attrition rate well below the industry average and has helped the Company to achieve 'Great Place to Work' certification. As of 31st March 2020, the total workforce of TCI Express is well over 3,000 employees.

Cautionary statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

Building sustainable happier communities

TCI Express is committed to follow best practices in sustainability and community development. It is focused on serving the needs and aspirations of the communities having implemented various successful initiatives in community development.

In compliance with Schedule VII of the Companies Act 2013, TCI Express acknowledges the community development activities under its Corporate Social Responsibility. In the financial year 2019-20, TCI Express focused on the CSR deliveries through its duly recognized institutions by investing ₹ 175 Lakhs in the following sectors.



National Sports Development:

Urmila Sports Academy, developed & promoted by TCI Express has contributed significantly in development of sports in Rajasthan. The eleven weightlifting athletes of the Urmila Sports Academy within a short span of three months were able to showcase their capabilities and abilities in the 11th Youth (Sub Junior) Rajasthan Weightlifting Championships held at Churu on 17-18 August, 2019. The championship was swept by the weightlifters of Urmila Sports Academy by winning of eight gold and three silver medals. Four women weightlifters from Urmila Sports Academy qualified

and participated in the 3rd Khleo India Youth Games, Assam at Guwahati from January 10-22, 2020. These weightlifters represented the State of Rajasthan in the Khelo India 2020 and secured two gold and two silver medals in the Games. Ms. Boni Mangkhya and Ms. Usha from Urmila Sports Academy represented India in the Asian Weightlifting Federation (AWF) Youth & Junior 2020 at Tashkent Uzbekistan from February 13-19, 2020, a qualification event for 2020 Tokyo Olympic Games. Both Ms. Boni and Ms. Usha clinched three bronze medals and fourth place respectively.

Promoting Healthcare including Preventive Healthcare:

TCI Express Limited promotes preventive healthcare to support the differently abled persons in various states. TCI-Jaipur Foot & Rehabilitation Centre at Patna, benefited 2112 differently abled persons with the provision of orthotics and prosthetics.

Promoting Secondary Education:

TCI Express Limited supported the secondary education for the tribal children in Jharkhand state. The company under its CSR programme, further expanded the TCI-DAV Public School situated in village Jamhar, Distt. Khunti, imparted education to 433 boys and 250 girls in the financial year 2019-20.

Promoting Healthcare – Personal Hygiene:

TCI Express Limited endowed the project Antrang, a sanitary napkins manufacturing unit being operated by the women self-help group (SHG) in village Jamhar, Distt. Khunti (Jharkhand). The local tribal women not only manufacture the sanitary napkins to sell but also disseminate education and information and are looked upon as social change leaders in the area. In the financial year 2019-20 the SHG was able to reach in far flung areas and sold 25500 pcs to tribal women to change their personal hygiene behavior and to minimize urinary tract infections amongst the female fraternity.

BOARD'S REPORT

Your Directors are pleased to present Twelfth Annual Report on the business and operations of TCI Express Limited ("the Company"), along with the Audited Standalone Financial Statements of the Company and Auditors' Report for the financial year ended March 31, 2020.

FINANCIAL HIGHLIGHTS AND PERFORMANCE

The following figures are extracted from the financial statements prepared in compliance with Indian Accounting Standards (Ind AS). The financial statements of the Company comply with all aspects of Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013.

(₹ in Crores)		
Particulars	2019-20	2018-19
Total Income	1036.33	1,026.98
Profit/(Loss) before Interest, Depreciation, Taxation & Exceptional Item (EBIDTA)	125.67	122.18
Less: Interest (Net)	0.90	3.78
Less: Depreciation (Net)	7.79	6.53
Profit/(Loss) before Tax & Exceptional Item	116.98	111.87
Less: Exceptional Item	-	-
Profit/ (Loss) before Tax (PBT)	116.98	111.87
Less: Tax Expenses	27.90	39.03
Profit/(Loss) after Tax (PAT)	89.08	72.84

During the year under report, the Company's:

- Total income increased by 0.91% to ₹ 1,036.33 Crore from ₹ 1,026.98 Crore in the previous year.
- EBIDTA increased by 2.86% to ₹ 125.67 Crore from ₹ 122.18 Crore in the previous year.
- PAT increased by 22.30 % to ₹ 89.08 Crore from ₹ 72.84 Crore in previous year.

The Board of Directors have adopted the above financial statements for the financial year ended March 31, 2020 along with Statutory Reports at their Meeting held on May 08, 2020, through video conferencing (VC), in compliance of guidelines issued by the Ministry of Corporate Affairs (MCA) vide its notification and Securities and Exchange Board of India (SEBI) vide its circular 'SEBI/HO/CFD/CMD1/CIR/P/2020/38' dated March 19, 2020 respectively, in view of global pandemic Covid-19.

During the reporting year, on initial recognition there have been no material changes and commitments noted, affecting the financial position of the Company, however it's pertinent to note rapid outbreak of coronavirus (Covid-19), which has caused significant impact on the economies of affected countries including India. As of this date, we anticipate that Covid-19 could have an impact on the Company's performance at least through the first quarter of financial year 2020-21.

A detailed financial performance analysis is provided in the Management Discussion & Analysis Report, which is part of this Annual Report.

DIVIDEND AND APPROPRIATION

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, the Board has adopted a Dividend Distribution Policy. The Policy detailed various considerations based on which the Board may recommend or declare dividend, dividend track record, usage of retained earnings for corporate actions, etc. The Company is in compliance with its Dividend Distribution Policy as approved by the Board. The Policy is available at the Company's website at www.tciexpress.in. A copy of the same is annexed as **Annexure- A** to this Board's Report.

The Company has a robust track record of rewarding its shareholders with a generous dividend pay-out. During the year, based on the Company's performance, the Board of Directors have declared Interim Dividend(s) as under:

Date of Declaration	Dividend Type	% of Dividend Declared	Dividend Per Equity Share of ₹ 2.00 each
November 04, 2019	1 st Interim Dividend	75%	₹ 1.50
January 27, 2020	2 nd Interim Dividend	75%	₹ 1.50
March 13, 2020	3 rd Interim Dividend	50%	₹ 1.00

TRANSFER OF AMOUNT TO RESERVES

For the financial year ended March 31, 2020, the Company has transferred ₹ 60.00 Crore from its retained earnings to General Reserve.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

The MCA under Sections 124 and 125 of the Companies Act, 2013 and as required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are not encashed /claimed by the shareholders for a period of seven (7) consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). During the year under consideration, no amount was due for transfer to IEPF in accordance with Section 125 of the Companies Act, 2013. The details of unclaimed dividend alongwith their due date for transfer to IEPF is provided in the Corporate Governance Report, which is part of this Annual Report.

Ms. Priyanka, Company Secretary has been appointed as the Nodal Officer of the Company under the provisions of IEPF Rules, details of which can be accessed at www.tciexpress.in.

EMPLOYEE STOCK OPTION PLAN (ESOP)

During the year under review, the Nomination and Remuneration Committee has granted 98,000 stock Options to its eligible employees in terms of 'Employee Stock Option Plan-2016' (ESOP-2016). The details with regard to ESOP Scheme as on March 31, 2020, as required to be disclosed in terms of the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SBEB Regulations), is annexed as **Annexure-B** to this Board's Report. No employee was issued stock Options during the year equal to or exceeding one percent (1%) of the issued capital of the Company at the time of grant.

The 'ESOP-2016' for grant of stock Options has been implemented in accordance with the SBEB Regulations and no change in 'ESOP-2016' Scheme was reported during the year. A certificate from M/s. R.S. Agarwala & Co., Statutory Auditors, in this regard, would be placed at the Annual General Meeting for inspection by the members, through electronic mode.

CHANGE IN CAPITAL STRUCTURE AND LISTING OF EQUITY SHARES

During the year under review, the paid-up share capital of the Company increased from ₹ 7.66 Crore, divided into 3,83,10,625 equity shares of ₹ 2.00 each to ₹ 7.67 Crore, divided into 3,83,55,400 equity shares of ₹ 2.00 each, consequent to allotment of 44,775 equity shares of ₹ 2.00 each, upon exercise of Options by eligible employees under the 'ESOP-2016' of the Company. The equity shares issued during the year under review rank pari passu with the existing equity shares of the Company. The Company's equity shares including those allotted during the year are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Company has not issued shares with differential voting rights nor has granted any sweat equity. As on March 31, 2020, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED

No disclosure is required under Section 67 of the Companies Act, 2013 read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

SUBSIDIARY, HOLDING, JOINT VENTURE AND ASSOCIATE COMPANIES

As on March 31, 2020, the Company does not have any subsidiary or holding or joint venture or associate Company as defined under the Companies Act, 2013.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

The Company has a fundamentally strong Board with an optimum mix of Executive and Non-Executive Directors including

Woman Director. More than fifty percent (50%) of the Board are Non-Executive Directors and half of the Board comprises the Independent Directors in the Company. The detailed information with regard to the Board's composition and other governance matters are provided in the Corporate Governance Report, which is part of this Annual Report.

During the reporting period, the Board of Directors at their meeting held on November 04, 2019, on the recommendation made by the Nomination and Remuneration Committee, have re-designated Mr. Phool Chand Sharma in the category of Non-Executive Non-Independent Director, from Whole Time Director, effective from closing business hours of November 04, 2019, owing to attaining age of superannuation. There have been no further change(s) took place in Board's composition.

In view of the provisions of the Companies Act, 2013, Mr. Vineet Agarwal is liable to retire by rotation at the ensuing Annual General Meeting and he offers himself for re-appointment. The information as required to be disclosed under Regulation 36(3) of the Listing Regulations, in case of re-appointment of Director, is provided in the Notice of the Annual General Meeting of the Company.

Independent Directors

The Company has received necessary declaration from all the Independent Directors under Section 149(7) of the Companies Act, 2013 and Rule 6(3) of the Companies (Appointment and Qualification of Directors), Rules 2014, read with the Listing Regulations, confirming that they meet the criteria of independence as laid down in Section 149 of the Companies Act, 2013 and have also confirmed, that they were not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs. The Independent Directors are duly abided by the provisions specified in Schedule IV of the Companies Act, 2013.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at www.tciexpress.in. The Company has also placed the Director's familiarization program on its website.

None of the Company's Director(s) is disqualified as on March 31, 2020, in terms of Section 164(2) of the Companies Act, 2013, from being appointed as a Director. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to the Corporate Governance Report, which is part of this Annual Report.

Independent Directors' Meeting

As per Section 149, Schedule IV of the Companies Act, 2013, and Rules made thereunder, read with the Listing Regulations, the Independent Directors of the Company met amongst themselves without the presence of Non-Independent Directors and members of Management. The details of the meeting are provided in the Corporate Governance Report, which is part of this Annual Report.

Key Managerial Personnel (KMP)

During the year under review, Mr. Phool Chand Sharma, Whole Time Director, was re-designated as Non-Executive Director, with effect from closing business hours of November 04, 2019, consequently he ceases to be KMP of the Company.

Further, Mr. Vinay Gujral, Company Secretary has resigned from the services of the Company, effective from closing business hours of December 21, 2019. Consequent to resignation of Mr. Vinay Gujral and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on March 13, 2020, have appointed Ms. Priyanka as the Company Secretary, KMP and Compliance Officer of the Company.

As at March 31, 2020, the following have been designated as KMP of the Company as defined under Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- I. Mr. Chander Agarwal, Managing Director
- II. Mr. Mukti Lal, Chief Financial Officer
- III. Ms. Priyanka, Company Secretary

PERFORMANCE EVALUATION

Based on the criteria set by the Nomination and Remuneration Committee, the Board has carried out an annual evaluation of its own performance, its Committees and individual Director(s) including the Chairman of the Board, for the financial year 2019-20. The questionnaires on performance evaluation were prepared in line with the Companies Act, 2013, the Listing Regulations and in accordance with the guidance note on Board evaluation dated January 05, 2017, issued by the SEBI. Proper mechanism has been provided to each Director for their feedback and evaluation.

The parameters for performance evaluation of the Board includes the roles and responsibilities of the Board, timeliness for circulating the board papers, content and the quality of information provided to the Board, overseeing and guiding on major plans of action, risk management, annual budget/capex, acquisition and investment/divestments etc. The performance of the Committees was evaluated based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice & recommendation to the Board, etc.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated, based on various aspects such as attendance, contribution in Board and Committee meetings, judgment, performance and exercise of duties with due and reasonable care.

In addition, the evaluation criterion for Chairman includes attendance, effectiveness of leadership, relationship with Board and shareholders, effective and maximum usage of Board support system etc.

The Executive Directors were evaluated on various aspects, including inter alia overall performance of Management, accomplishment of long term objectives, efforts made by them towards enhancing brand equity, compliance with regulatory law(s) and to encourage

new initiatives and expansions etc. Non- Executive Directors were also evaluated on the basis of criteria such as attendance and participation in meetings of Board and Committees, contribution to the development of long term strategy and risk management, updating in the relevant areas such as corporate governance, industry and market scenario etc.

The Nomination and Remuneration Committee and Board of Directors expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Directors, Board as a whole including Chairman and its Committees.

MEETINGS OF BOARD OF DIRECTORS

The Board unites at regular intervals to discuss and decide on Company's business policies and strategies, apart from other agenda items. The Board met five (5) times during the year under review, details of which are given in the Corporate Governance Report, which is part of this Annual Report. The maximum interval between any two meetings did not exceed one hundred and twenty (120) days.

COMMITTEES OF THE BOARD**The Company's Board has the following Committees:**

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship Committee
- IV. Corporate Social Responsibility Committee
- V. Risk Management Committee*
- VI. Share Transfer Committee

* The Board of Directors adopted Committee at their Meeting held on May 22, 2019.

The details of composition of the said Committee(s), their terms of reference, meetings held and attendance of the Committee members thereat, during the financial year 2019-20 are provided in the Corporate Governance Report, which is part of this Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- I. That in the preparation of the annual financial statements for the financial year ended March 31, 2020, all the applicable Accounting Standards have been followed and there were no material departures therefrom;
- II. That such accounting policies have been selected and applied consistently and judgment & estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for the financial year ended on that date;
- III. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance

with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any;

- IV. That the annual financial statements have been prepared under the going concern assumption;
- V. That proper internal financial controls are in place and that the financial controls are adequate and are operating effectively;
- VI. That proper system has devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ETHICS & WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has adopted Policy on Ethics & Whistle Blower/ Vigil Mechanism for receiving and redressing complaints from employee(s) and Director(s), as per the provisions of Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The detail of Whistle Blower/ Vigil Mechanism is explained in the Corporate Governance Report, which is part of this Annual Report and also posted on the website of the Company at www.tciexpress.in.

NOMINATION AND REMUNERATION POLICY

In accordance with the provisions of Section 134(3) of the Companies Act, 2013, the Company has adopted Nomination and Remuneration Policy. The salient features of the Policy are explained in the Corporate Governance Report, which is part of this Annual Report. The Policy can be accessed at www.tciexpress.in.

The remuneration paid to the Director(s) for the financial year 2019-20 was in line with the provisions of Nomination and Remuneration Policy of the Company.

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is always committed to promote a work environment free from discrimination and harassment based on gender thereby providing a friendly workplace environment. It ensures that all employees are treated with dignity and there is no discrimination between individuals on the basis of their race, colour, gender, religion, political opinion, social origin, sexual orientation or age.

The Company has created a Policy for Prevention of Sexual Harassment of Women at Workplace to seek recourse and redressal to instances of sexual harassment. An Internal Complaints Committee has been constituted in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year ended March 31, 2020, the Company has not received any complaint pertaining to sexual harassment in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES

The Board of Directors, effective from April 01, 2019, amended the Policy on materiality of and on dealing with Related Party Transactions in line with amendment(s) proposed under the Companies Act, 2013 and the Listing Regulations. The Policy is available on the Company's website at www.tciexpress.in.

All transactions with Related Parties are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are unforeseeable and of repetitive nature. The transactions entered into pursuant to the approvals so granted are subjected to review and a statement giving details of all Related Party Transactions is placed before the Audit Committee and the Board of Directors on a quarterly basis. The statement is supported by a certificate from the Internal Auditor.

All contracts/arrangements/transactions entered into by the Company with the Related Parties were at arm's length and in the ordinary course of business. Further, there is no material transaction with any Related Party entered that is required to be disclosed under form AOC-2. The details of Related Party Transactions that were entered during financial year 2019-20, are given in the notes to the financial statements as per Ind AS 24, which is part of this Annual Report.

Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed half yearly reports on Related Party Transactions with the Stock Exchanges, for the period ended September 30, 2019 and March 31, 2020, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34(2)(e) of the Listing Regulations, Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of the Annual Report and provides a detailed analysis on the performance of the business and outlook.

BUSINESS RESPONSIBILITY REPORT

In terms of the provisions of Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report, describing the initiatives taken by the Company for environmental, social and governance perspective, forms an integral part of this Annual Report.

CORPORATE GOVERNANCE REPORT

In terms of the provisions of Regulation 34 (3) read with Schedule V of the Listing Regulations, a separate Report on Corporate Governance practices followed by the Company, together with a certificate from the Practicing Company Secretary, M/s. Sanjeev Bhatia & Associates, on compliance with Corporate Governance norms under the said Listing Regulations, is presented in a separate section, forming part of the Annual Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has laid down internal financial controls and believes that the same are commensurate with the nature and size of its business. Such controls have been supplemented by the internal audits carried by Internal Auditor in discussion of top Management including Directors and Chief Financial Officer and presented before the Audit Committee, periodically.

Based on the framework of internal financial controls and the reviews performed by the Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2019-20, for ensuring the orderly and efficient conduct of its business including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial disclosures.

RISK MANAGEMENT

In view of growing level of operations of the Company and in terms of the amended Listing Regulations, the Board of Company constituted the Risk Management Committee to identify elements of risk in different areas of operations, comprising of the members of the Board of Directors and Chief Financial Officer of the Company.

The Company has developed and implemented a Risk Management Policy for identifying the risk associated with business of the Company and measures to be taken to mitigate the same. The Audit Committee has additional oversight in the area of financial risks and controls. All risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership. There are no risks which in the opinion of the Board threaten the existence of the Company.

A detailed note on the risks is included in the Management Discussion and Analysis Report, which forms an integral part of this Annual Report.

AUDITORS

Statutory Auditors and their Report

M/s. R.S. Agarwala & Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company by the members at their 7th Annual General Meeting ("AGM") held on July 28, 2015, to hold office till the conclusion of 12th AGM of the Company, for the financial year 2019-20.

The Board of Directors on the recommendation of the Audit Committee, respectively at their meeting held on May 08, 2020, proposed, subject to approval of the shareholders, the re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, having Firm Registration No. 304045E, as the Statutory Auditors of the Company to hold office for their second term of five (5) year i.e. from the conclusion of 12th AGM till the conclusion of 17th AGM of the Company, for the financial year 2024-25.

M/s. R.S. Agarwala & Co., have given their consent to act as the Statutory Auditors of the Company and confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

The Auditors have issued their report on the financial statements for the financial year ended March 31, 2020, with an unmodified opinion and do not contain any qualification, observation or adverse remarks or disclaimer that may call for any explanation from the Board of Directors. The Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013 and therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Companies Act, 2013.

Secretarial Auditors and their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have re-appointed M/s. Vinod Kothari & Company, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report submitted by the Secretarial Auditor in the prescribed form is provided as **Annexure-C** to this Board's Report.

The Secretarial Audit Report does not contain any qualification, observation or adverse remarks or disclaimer that may call for any explanation from the Board of Directors.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the financial year ended March 31, 2020, with all applicable compliances as per SEBI's Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by M/s. Sanjeev Bhatia & Associates, Practicing Company Secretary, has been submitted to the Stock Exchanges within sixty (60) days of the end of the financial year and same is annexed as **Annexure-D** to this Board's Report.

Internal Auditor

Pursuant to Section 138 of the Companies Act 2013 and Rules made thereunder, Mr. Krishan Pal Garg, a qualified Chartered Accountant professional in whole time employment of the Company, acts as Internal Auditor of the Company.

COST RECORD

The provisions of cost audit and maintenance of cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, are not applicable to the Company and hence such accounts and records are not required to be maintained by the Company.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no Loans or Guarantees made by the Company under Section 186 of the Companies Act, 2013. However, the detail of Investment made by the Company, is provided in the financial statement, which is part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems are adequate and operating effectively.

ANNUAL GENERAL MEETING

For the financial year ended on March 31, 2019, Annual General Meeting of the Company was held on July 30, 2019.

ELECTRONIC ANNUAL REPORT

In view of the continuing Covid-19 pandemic, the MCA has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), permitted the Annual Report to be sent through electronic mode, accordingly electronic copies of the Annual Report for the financial year 2019-20 and Notice of the AGM are sent to all shareholders whose email addresses are registered with the Company. Members are requested to register their email ids with Company or Registrar and Share Transfer Agent (RTA) of the Company for receiving e-copies of Annual Report, Notice to the AGM and other shareholder's communication.

CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules"), the Board of Directors of the Company have constituted a CSR Committee and adopted CSR Policy, which is implemented by the Company.

The Policy is in conformity with the provisions of Companies Act, 2013, which can be accessed at the website of the Company at www.tciexpress.in.

The Annual Report on CSR activities is provided as **Annexure-E** to this Board's Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are provided as **Annexure -F** to this Board's Report.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134 and Section 92 of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return for

the financial year 2019-20 in Form No. MGT-9 is provided as **Annexure-G** to this Board's Report and will also made available at the website of the Company at www.tciexpress.in.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

No significant/material orders were passed by the Regulators, Courts or Tribunals against the Company during the financial year 2019-20, which impact the going concern status and Company's operations in future. However, details of commitments, contingencies and tax matters are disclosed in the financial statements.

PARTICULARS OF EMPLOYEES

The details pursuant to Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided as **Annexure-H** to this Board's Report.

HUMAN RESOURCES

The Company takes pride in building and sustaining a high-trust, high-performance culture for providing a better business, a better world, and a better "us together". The Company has well defined Policies for all the stages of Employee Life Cycle (ELC), from hire-to-retain. The Company has effective and efficient programs/management to upgrade skills of employees, in order to equip them with contemporary technological advancements. The Company always strives towards nurturing and retaining talent through superior learning and organizational development.

This is a part of corporate human resource function and is a critical pillar to support the organization's growth and its sustainability in the long run.

AWARDS AND ACCOLADES

The Company has recognized in many prestigious and diverse external accolades during the financial year 2019-20, which includes:

- I. Bharariya Manvata Vikash Puraskar 2019 as Most Brands Industry Trendsetter;
- II. 13th Express, Logistics & Supply chain Leadership Award for Best Express Logistics Services Provider of the year;
- III. India Logistics Summit & Award 2019 for Logistics Excellence Tech innovator of the year;
- IV. The Company has been certified as "great place to work".

GENERAL

Your Directors states that no disclosure(s) or reporting(s) are required in respect of the following items, as there were no transactions/events related to these items during the year under review:

- There was no change in nature of business of the Company;
- Neither the Managing Director nor the Whole Time Director of the Company received any remuneration or commission from any subsidiary as the Company has no subsidiaries;

- The Company has not raised funds through preferential allotment or qualified institutions placement;
- The Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefits of employees.

ACKNOWLEDGEMENT

The Board of Directors conveys its deep gratitude and appreciation to all the employees and acknowledges their hard work, tremendous efforts and contribution to the Company's performance.

We also acknowledge the invaluable support and contribution of all our customers, suppliers, bankers, investors, business associates and all other stakeholders. We are deeply grateful

to our shareholders for the confidence and faith that they have always placed on us.

The Directors also thank the Government of India, State Governments, Stock Exchange(s), and all concerned Departments/Agencies for their co-operation, support and look forward to their continued support in the future.

For and on behalf of the Board
TCI Express Limited

D.P Agarwal

Place: New Delhi
Date: May 08, 2020

Chairman
DIN: 00084105

ANNEXURE-A

DIVIDEND DISTRIBUTION POLICY

INTRODUCTION

Dividend Distribution Policy (the "Policy") will regulate the process of dividend declaration and its pay-out by TCI Express Limited (the "Company") in accordance with Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This Policy on Dividend Distribution has been formulated and approved by the Board of Directors at its meeting held on May 22, 2019.

PREAMBLE

Dividend is the payment made by a Company to its shareholders, usually in the form of distribution of its profits. The profits earned by the Company can either be booked in business or used for acquisitions, growth or expansion, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the residual among its shareholders as dividend. This Policy aims to reconcile between all these requirements.

The Policy shall not apply to:

- Determination and declaring dividend on preference shares as the same will be as per the terms of issue approved by the shareholders;
- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.

DEFINITIONS

- a) 'Act' means the Companies Act, 2013 & Rules made thereunder, including any amendments or modifications thereof.
- b) 'Board of Directors' or 'Board' means the collective body of the Directors of the Company.
- c) 'Company' mean TCI Express Limited.
- d) 'Dividend' shall mean Dividend as defined under the Companies Act, 2013.
- e) 'Policy' means, 'Dividend Distribution Policy'.
- f) 'SEBI Regulations' shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

PARAMETERS FOR DECLARATION OF DIVIDEND

The Board shall consider the following parameters before declaring or recommending dividend to shareholders:

A. FINANCIAL PARAMETERS/INTERNAL FACTORS

The Board of Directors of the Company would consider the following financial parameters before declaring or recommending dividend to shareholders:

- Net operating profit after tax;
- Working capital requirements;
- Capital expenditure requirements;
- Resources required for business expansion;
- Cash flow required to meet eventualities;
- Outstanding borrowings;
- Past Dividend trends; and
- Any other factor and/or material events as considered fit by the Board.

B. EXTERNAL FACTORS

The Board would consider the following external factors before declaring or recommending dividend to shareholders:

- State of Economy- In case of uncertain or in depressing economic and industry conditions, Board will strive to reserve larger part of profits to build up reserves to absorb future shocks;
- Capital Markets- When the markets are favorable, dividend payout can be liberal. However, in case of critical market conditions, Board may resort to a conservative dividend payout in order to preserve cash outflows;
- Statutory Restrictions- the Board will keep in mind the limits imposed by the Act with regard to declaration of dividend;
- Government Policies- Changes in Government policies, regulatory provisions and tax rates;
- Competitive Environment- Any changes in the competitive environment requiring significant investment.

CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The shareholders of the Company may not expect Dividend under the following circumstances:

- Significantly higher working capital requirements adversely impacting free cash flow;
- When the Company undertakes any acquisitions or joint ventures requiring substantial allocation of capital;
- When the Company commences or proposes to commence a significant expansion project requiring higher allocation of capital;
- When the Company proposes to apply surplus cash for buyback of securities; or
- In the event of inadequacy of profits or whenever the Company has suffered losses.

UTILISATION OF RETAINED EARNINGS

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this Policy and in compliance with Section 123 of the Act.

PARAMETERS TO BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The Company has only equity shares and does not currently have any other class(s) of share(s).

DISCLOSURES

The Company shall make such disclosures on its website, in the Annual Report and at such other places as may be required under the Act and SEBI Regulations and such Acts, Rules and Regulations as may be applicable on the Company from time to time including any amendments thereto.

AMENDMENTS

The Board of Directors may amend this Policy, as and when deems fit.

ANNEXURE-B

EMPLOYEE STOCK OPTION PLAN (ESOP)

Details of ESOP as per the provisions of Companies Act, 2013 and the SBEB Regulations are provided herein below:

S.No.	Particulars	Disclosure
1	Date of Shareholder's approval	November 4, 2016
2	Total number of Options approved under 'ESOP-2016'	9,57,218
3	Vesting requirements	The vesting period shall commence after one (1) year from the date of grant of Options and may extend upto five (5) years from the date of grant in the manner prescribed by the Nomination & Remuneration Committee.
4	Exercise price or pricing formula	Under the ESOP, the exercise price of the shares will be the market price of the shares one day before the date of the meeting of the Nomination & Remuneration Committee wherein the grants of Options of that particular year will be approved. The Nomination & Remuneration Committee has the power to provide suitable discount or charge premium on such price as arrived above, as deemed fit by the Nomination & Remuneration Committee for the finalization of the exercise price. However, in any case the exercise price shall not go below the par value of equity share of the Company.
5	Maximum term of Options granted	The vesting of Options granted under ESOP will take place within a maximum period of five (5) years from the date of grant.
6	Sources of shares (Primary, Secondary or Combination)	Primary
7	Variation in terms of Option	Subject to applicable laws, the Nomination & Remuneration Committee will at its absolute discretion has the right to modify/amend the 'ESOP-2016' Scheme in such manner and at such time or times as it may deem fit, subject however that any such modification/amendment shall not be detrimental to the interest of the grantees/employees and approval wherever required for such modification/ amendment is obtained from the shareholders of the Company in terms of the SBEB Regulations.
8	Method used for accounting of ESOS (Intrinsic or fair value)	Fair value method

Options Movement - Financial Year 2019-20

S.No.	Particulars	ESOP-2016 Part-I	ESOP-2016 Part-II	ESOP-2016 Part-III
1	Number of Options outstanding at the beginning of the period i.e. April 1, 2019	51,100	78,250	-
2	Number of Options granted during financial year 2019-20	Nil	Nil	98,000
3	Number of Options forfeited/ lapsed during financial year 2019-20	600	-	-
4	Number of Options vested during financial year 2019-20	21,900	23,475	-
5	Number of Options exercised during financial year 2019-20	21,300	23,475	-
6	Number of shares arising as a result of exercise of Options	21,300	23,475	-
7	Money realized by exercise of Options if scheme is implemented directly by the Company (In ₹)	47,92,500	60,33,075	-
8	Loan repaid by the Trust during the year from exercise price received		Not Applicable	
9	Number of Options outstanding at the end of the year i.e. March 31, 2020	29,200	54,775	98,000
10	Number of Options exercisable at the end of the year i.e. March 31, 2020	29,200	54,775	98,000 (The Options will be exercisable after one year from the date of grant of Options)

S.No.	Particulars	ESOP-2016 Part-I	ESOP-2016 Part-II	ESOP-2016 Part-III					
11	Employee's details who were granted Options during the year:								
(a)	Key Managerial Personnel/ Senior Managerial Personnel (KMP/SMP)	Please refer Note-I							
(b)	Any other employees who were granted, during any one year, Options amounting to 5% or more of the Options granted during the year	Apart from mentioned above, no employees were granted Options amounting to 5% or more of the Options granted during the year.							
(c)	Identified Employees who were granted Option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil							
12	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options (In ₹)	ESOP-2016 Part-I	ESOP-2016 Part-II	ESOP-2016 Part-III					
		15.24	19.00	23.19					
13	Where the Company has calculated employees compensation cost using the intrinsic value of stock Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if they had used fair value of the Options. The impact of this difference on EPS of the Company	Not Applicable							
14	Weighted average exercise price of Options whose exercise price is less than market price (In ₹)	ESOP-2016 Part-I	ESOP-2016 Part-II	ESOP-2016 Part-III					
		225.00	257.00	338.00					
15	Weighted average fair value of Options whose exercise price is less than market price (In ₹)	245.72	315.93	366.02					
16	Method and assumptions used to estimate the fair value of Options granted during the year:								
The fair value has been calculated using the Black-Scholes Option Pricing model. The assumptions used in the model are as follows:									
Date of grant	23.05.2017			25.05.2018	22.05.2019				
Vesting Particulars	Vest-1	Vest-2	Vest-3	Vest-1	Vest-2	Vest-3	Vest-1	Vest-2	Vest-3
Vesting Percentage	30%	30%	40%	30%	30%	40%	30%	30%	40%
Risk Free Interest Rate (in %)	6.48	6.56	6.68	7.08	7.51	7.66	6.40	6.53	6.82
Expected Life (in years)	1.08	2.08	3.08	1.08	2.08	3.09	1.08	2.08	3.09
Historical Volatility (in %)	32.08	32.08	32.08	41.84	41.84	41.84	31.37	35.10	37.92
Expected Dividend Yield (in %)	0.26	0.26	0.26	0.20	0.20	0.20	0.42	0.42	0.42
Price of the underlying share in market at the time of the Option grant	440.85			530.00			657.85		

Note-I

Details of Options granted to KMP/SMP of the Company during the period under review:

S.No.	Name	Designation	No. of Options Granted ESOP-2016 Part - III	Whether Options Granted were 5% or more of Options Granted during the year
1	Mr. Phool Chand Sharma	NED*	50,000	Yes
2	Mr. Mukti Lal	KMP	10,000	Yes
3	Mr. Pabitra Mohan Panda	SMP*	5,000	Yes
4	Mr. Manish Jain	SMP	25,00	No
5	Mr. L. Murali Krishna	SMP	4,000	No
6	Mr. Vikas Sharma	SMP	2,000	No
7	Mr. S. Narayana Das	SMP	3,000	No

* Re-designated/designated as NED/SMP, effective from closing business hours of November 04, 2019 and August 07, 2019, respectively.

ANNEXURE-C

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

Form No. MR-3

Secretarial Audit Report for the financial year ended on March 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members

TCI Express Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TCI Express Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period, covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
6. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
 - a. The Indian Carriage of Goods by Road Act, 2007;
 - b. Motor Vehicles Act, 1988;
 - c. The Carriage by Air Act, 1972.

We have also examined compliance with the applicable clauses of the Secretarial Standards for Board Meetings (SS-1) and for General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

Management Responsibility:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through, while there were no minuted instances of dissent in Board or Committee meetings.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has not undertaken any specific event/action that can have a major bearing on the company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

- 1 Issue and allotment of equity shares under Employees Stock Option Scheme 2016 ('ESOS')

During the period under review, the Share Transfer Committee in its meeting held on July 08, 2019 has allotted 44,775 Equity Shares under ESOS-2016. Consequent to the said allotment, the paid-up share capital of the Company has been increased from 3,83,10,625 to 3,83,55 400 equity shares of face value of ₹ 2/- each.

**For M/s Vinod Kothari & Company
Company Secretaries in Practice**

Vinita Nair
Partner

Place: Mumbai
Date: May 06, 2020

Membership No: F10559
CP No: 11902

Annexure I

List of Documents

1. Minutes books of the following meetings were provided in original
 - a. Board Meeting;
 - b. Audit Committee;
 - c. Risk Management Committee
 - d. Nomination and Remuneration Committee;
 - e. Stakeholders Relationship Committee;
 - f. Corporate Social Responsibility Committee;
 - g. Separate Meeting of Independent Directors;
 - h. Annual General meeting;
2. Agenda papers for Board Meeting along with Notice;
3. Annual Report 2018-19;
4. Memorandum and Articles of Association;
5. Disclosures under Act, 2013 and Listing Regulations;
6. Policies framed under Act, 2013 and Listing Regulations;
7. Documents pertaining to Listing Regulations compliance;
8. Forms and returns filed with the ROC & RBI;
9. Checklists duly filled for specific laws;
10. Registers maintained under Act, 2013;
11. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015
12. Disclosures under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

ANNEXURE-D

ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED ON MARCH 31, 2020

I, **Sanjeev Bhatia**, a Practicing Company Secretary, holding certificate of Practice No. 3870, have examined:

- a) all the documents and records made available to us and explanation provided by TCI Express Limited ("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges; and
- c) website of the listed entity.

For the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

And based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However in the absence of transaction relating to buyback of securities, issue of Non-Convertible and Redeemable Preference Shares and listed Debt securities during the review period, the compliance of the relevant regulations mentioned above do not arise.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) No action was taken against the listed entity and/ or its Promoters/ Directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. The Company does not have any material subsidiary as on date March 31, 2020.

For Sanjeev Bhatia & Associates
Company Secretaries

(Sanjeev Bhatia)
Proprietor
C.P. No. 3870

Place: Gurugram
Date: May 05, 2020

ANNEXURE-E

CORPORATE SOCIAL RESPONSIBILITY

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

The management of TCI Express Limited ("the Company") believes that corporations are socio-economic citizens and their objectives have to be congruent with society's goals. Therefore, it is the core corporate responsibility of the Company to practice its communal values through its commitment to grow in a socially and environmentally conscientious way, while protecting interests of its stakeholders.

The Company also understands that its business activities have extensive impact on the society in which it operates, and therefore an effectual practice is required giving due consideration to the welfare of its stakeholders. Therefore, it is committed to its stakeholders to conduct its business in a conscientious manner that builds a sustained optimistic impact on society.

As a corporate entity, the Company is committed towards sustainability and to move ahead in this direction in an organized manner. The Company has its duly enacted Corporate Social Responsibility Policy in place.

Through its societal investments, the Company concentrates on the needs of communities residing in the areas from where it operates, taking sustainable initiatives in community development, such as:

- Integration of social, environmental and ethical responsibilities for long term success and sustainability;
- Economic and social development of communities ;
- Expand the knowledge horizons to channelize the skilled youth power in the development of the nation.

In compliance with Schedule VII of the Companies Act 2013 including any statutory modification or amendment thereto, the Company acknowledges the community development activities under its "Corporate Social Responsibility".

Policy on CSR along with activities undertaken by the Company during the financial year 2019-20 is also provided on the website of the Company and same can be accessed at www.tciexpress.in.

2. The Composition of CSR Committee:

Name of the Director	Category	Position
Mr. D.P. Agarwal	Non-Executive Director	Chairman
Mrs. Taruna Singhi	Non-Executive Independent Director	Member
Mr. Chander Agarwal	Managing Director	Member

3. Average net profit of the Company for the last three financial years: ₹ 8602 Lakhs

4. Prescribed CSR Expenditure: ₹ 172 Lakhs

5. Details of CSR spent during the financial year 2019-20:

(a) Total amount to be spent for the financial year;	During the year, the Company has spent ₹ 175 Lakhs against mandated amount of ₹ 172 Lakhs
(b) Total unspent, if any;	None
(c) Manner in which the amount spent during the financial year is detailed below.	

(₹ in Lakhs)

S.No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programs: a) Local area or other b) Specify the state and district where projects or programs was undertaken	Amount outlay (Budget) Project or Programs wise	Amount spent on the Projects or Programs Sub-heads: a) Direct expenditure on projects or programs b) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1	National Sports Development	Sports development through programmes of coaching, research and services	Urmila Sports Academy village Nyangal Bari, Tehsil Rajgarh, Distt. Churu (Rajasthan)	190.86	160.86	160.86	TCI Foundation
2	Prosthesis Services under Community Healthcare	Promoting Healthcare by providing physical aids to differently abled people	TCI-Jaipur Foot & Rehabilitation Centre, Patna (Bihar)	10.25	10.25	10.25	
3	Tribal Area Education Development	Promoting Secondary Education in Tribal Region	TCI-DAV Public School Village Jamhar, District Khunti (Jharkhand)	2.08	2.08	2.08	
4	Preventive Healthcare	Promoting Healthcare including Preventive Healthcare	TCIF- SHG Antrang, Sanitary Napkins Unit, Village Jamhar, District Khunti (Jharkhand)	1.81	1.81	1.81	
Grand Total				205.00	175.00	175.00	

6. **In case the Company fails to spend two percent (2%) of the average net profit of the last three (3) financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:**
Not applicable, since the Company has spent above the statutory limit as stated in Section 135 of the Companies Act, 2013.
7. **Confirmation:** We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: New Delhi

Date: May 08, 2020

D.P Agarwal

Chairman of the Committee

Chander Agarwal

Managing Director

ANNEXURE-F

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Particulars pursuant to Section 134(3) (m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

Conservation of Energy and Research & Development

The Company always strives to optimize energy conservation though it is engaged into providing the Integrated Logistics Services and it is committed to invest in to the latest energy efficient technologies. The Company has implemented various energy saving devices and systems, which help in conserving energy. Details of the efficiency initiatives taken by the Company are as hereunder:

- Energy efficiencies through LED lighting, Installation of meters to track energy use. Verify the energy management system switches into setback mode during unoccupied hours. Also, time clocks and computer controls may need adjustments after power outages or seasonal time changes.
- Replaced cathode ray tube (CRT) monitors with LED or liquid crystal display (LCD) monitors.
- Introduced Electric and CNG based vehicles for last mile deliver.
- Vehicles are purchased in compliance with all latest regulations relating to pollution control.
- Vehicles greater than five years old are been phase out and replaced with energy efficient new vehicles.
- Drivers' training programs are being organized and conducted periodically to improve their driving skills, safe driving, better vehicle maintenance and improved fuel efficiency of vehicle.
- To encourage use of battery powered vehicles for reducing carbon footprint by decreased emissions in warehouse/ sorting centers.

Technology Absorption, Adoption and Innovation

The Company is continuously adopting latest technologies with innovation for achieving maximum Automation and Operational Excellence. The details of technology absorption and innovation adopted by the Company, during the year are as hereunder:

POS Automation: The Company has started providing printed docket copy at the customer premises only and removed hand-written copy which ensures accurate information capturing and automation.

Mobile Application: The Company has implemented Mobile apps for its field force for operations planning, automated data flow and real-time pickup/deliveries/ customer relationship updates.

Operation Excellence: The Company has implemented many Projects like integrated GPS system, API integration with customers ERP, AI based vehicle management system for operations excellence.

Paper-less Culture: The Company is focused to migrate maximum systems as paper-less to contribute towards the green environment. Paper-less CIF/COF Approval system and e-Billing are some of such initiatives.

Foreign Exchange Earnings and Outgo

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows:

(₹ In Lakhs)		
Particulars	2019-20	2018-19
Foreign Exchange Outgo	151.96	377.47
Foreign Exchange Earnings	-	-

ANNEXURE-G

Form No. MGT- 9					
Extract of Annual Return					
(For the financial year ended on March 31, 2020)					
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014					
I- REGISTRATION & OTHER DETAILS					
1	CIN	L62200TG2008PLC061781			
2	Registration Date	10.11.2008			
3	Name of the Company	TCI Express Limited			
4	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non- Government Company			
5	Address of the Registered office and contact details	Flat No. 306 & 307, 1-8-271 to 273, 3 rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad- 500003 (Telangana) Tel.: +91 40-27840104			
6	Whether listed company	Yes			
7	Name, Address and contact details of the Registrar & Transfer Agent, if any.	M/s. KFin Technologies Private Limited (Formerly known as 'Karvy Fintech Private Limited') Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana-500032, India. Tel.: +91 40-67162222			
II- PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY					
All the business activities contributing 10% or more of the total turnover of the company shall be stated:					
S. No.	Name and Description of main Products/ Services	NIC Code of the Product /Service	% to total turnover of the Company		
I.	Cargo handling incidental to Land, Water & Air Transport	52241, 52242 and 52243	100%		
III- PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES					
S. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
N.A					

IV- SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category wise shareholding

Category Code	Category of Shareholders	No. of Shares at the beginning of the year				No. of Shares at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter & Promoter Group									
(1)	Indian									
(a)	Individual /HUF	59,67,848	-	59,67,848	15.58	5,969,878	-	5,969,878	15.56	(0.02)
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	17,200,677	-	17,200,677	44.90	17,206,605	-	17,206,605	44.86	(0.04)
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-

Category Code	Category of Shareholders	No. of Shares at the beginning of the year				No. of Shares at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(e)	Others - Firm	2,487,497	-	2,487,497	6.49	2,487,497	-	2,487,497	6.49	-
	Sub-Total A(1) :	2,56,56,022	-	2,56,56,022	66.97	25,663,980	-	25,663,980	66.91	(0.06)
(2)	Foreign									
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	-	-	-	-	-	-	-	-	-
	Total A=A(1)+A(2)	2,56,56,022	-	2,56,56,022	66.97	25,663,980	-	25,663,980	66.91	(0.06)
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds / UTI	11,93,511	-	11,93,511	3.12	25,65,674	-	25,65,674	6.69	3.57
(b)	Financial Institutions / Banks	4,655	9,041	13,696	0.03	8,192	9,041	17,233	0.05	0.02
(c)	Central / State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	2,941	-	2,941	0.01	2,941	-	2,941	0.01	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Alternate Investment Funds	5,85,072	-	5,85,072	1.53	5,88,085	-	5,88,085	1.53	0.00
(i)	Foreign Portfolio Investors	15,82,910	-	15,82,910	4.13	10,20,657	-	10,20,657	2.66	(1.47)
	Sub-Total B(1) :	3,369,089	9,041	3,378,130	8.82	4,185,549	9,041	4,194,590	10.94	2.12
(2)	Non-Institutions									
(a)	Bodies Corporate	10,12,075	18,454	10,30,529	2.69	9,12,850	8,270	9,21,120	2.40	(0.29)
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 1 lakh	48,70,167	6,02,643	54,72,810	14.29	4,452,422	5,63,777	5,016,199	13.08	(1.21)
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	9,64,266	-	9,64,266	2.52	7,24,310	-	7,24,310	1.89	(0.63)

Category Code	Category of Shareholders	No. of Shares at the beginning of the year				No. of Shares at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(c)	Others									
	Non Resident Indian	1,82,945	67,135	2,50,080	0.65	1,86,004	64,833	2,50,837	0.65	-
	Non Resident Indian Non Repatriable	1,57,159	-	1,57,159	0.41	1,179,904	-	1,179,904	3.08	2.67
	Overseas Corporate Bodies	-	10,15,482	10,15,482	2.65	-	-	-	0.00	(2.65)
	Unclaimed shares	3,65,103	-	3,65,103	0.95	3,63,182	-	3,63,182	0.95	-
	Trusts	20,194	-	20,194	0.05	24,950	-	24,950	0.06	0.01
	Foreign Nationals	850	-	850	0.00	575	-	575	0.00	0.00
	Qualified Institutional Buyer	-	-	-	0.00	15,753	-	15,753	0.04	0.04
	Sub-Total B(2) :	75,72,759	17,03,714	92,76,473	24.21	7,859,950	636,880	8,496,830	22.15	(2.06)
	Total B=B(1) +B(2) :	1,09,41,848	17,12,755	1,26,54,603	33.03	12,045,499	645,921	12,691,420	33.09	0.06
	Total (A+B) :	3,65,97,870	17,12,755	3,83,10,625	100.00	37,709,479	645,921	38,355,400	100.00	0.00
(C)		Shares held by custodians, against which Depository Receipts have been issued								
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C) :		3,65,97,870	17,12,755	3,83,10,625*	100.00	37,709,479	645,921	38,355,400*	100.00	0.00

* Change in total paid-up share capital is on account of allotment of equity shares to employees upon exercising of their stock Options.

(ii) Shareholding of Promoters

S.No.	Name of the Promoter	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged to total shares	No of shares	% of total shares of the company	% of shares pledged to total shares	
1	Bhoruka Finance Corporation of India Ltd (BFCIL)^	79,52,339	20.76	-	0	0	-	(20.76)
2	Bhoruka International Pvt. Ltd (BIPL)^	52,94,102	13.82	-	0	0	-	(13.82)
3	TCI India Ltd (TIL)^	20,22,782	5.28	-	0	0	-	(5.28)
4	TCI Global Logistics Ltd (TGLL)^	11,53,455	3.01	-	0	0	-	(3.01)
5	XPS Cargo Services Ltd (XCSL) ^	6,21,427	1.62	-	0	0	-	(1.62)

S.No.	Name of the Promoter	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged to total shares	No of shares	% of total shares of the company	% of shares pledged to total shares	
6	Bhoruka Express Consolidated Ltd (BECL) ^	0	0.00	-	17,050,033	44.45	0	44.45
7	Dharmpal Agarwal-representing TCI Trading	24,87,497	6.49	-	24,87,497	6.49	-	-
8	TCI Exim Pvt. Ltd	156,572	0.41	-	156,572	0.41	-	-
9	Dharm Pal Agarwal- HUF	1,019,878	2.66	-	1,019,878	2.66	-	-
10	Vineet Agarwal-HUF	10,382	0.03	-	10,382	0.03	-	-
11	Mr. Dharmpal Agarwal	4,19,314	1.10	-	4,19,314	1.09	-	(0.01)#
12	Mr. Chander Agarwal	9,17,131	2.39	-	9,17,131	2.39	-	-
13	Mr. Vineet Agarwal	9,91,467	2.59	-	9,93,497	2.59	-	Kindly refer table (iii) below
14	Mrs. Priyanka Agarwal	9,72,604	2.54	-	9,72,604	2.54	-	-
15	Mrs. Urmila Agarwal	9,25,295	2.42	-	9,25,295	2.41	-	(0.01)#
16	Mrs. Chandrima Agarwal	3,70,528	0.97	-	3,70,528	0.97	-	-
17	Master Vihaan Agarwal	1,72,166	0.45	-	1,72,166	0.45	-	-
18	Master Nav Agarwal	1,69,083	0.44	-	1,69,083	0.44	-	-
Total		2,56,56,022*	66.97	-	25,663,980*	66.91	-	(0.06)

^ The National Company Law Tribunal ("NCLT") at New Delhi has approved, u/s 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, a composite scheme of arrangement (the Scheme) involving following promoters of the Company:

1. Bhoruka Finance Corporation of India Ltd (BFCIL)
2. Bhoruka International Pvt. Ltd (BIPL)
3. TCI Global Logistics Ltd (TGLL)
4. TCI India Ltd. (TIL)
5. XPS Cargo Services Ltd (XCSSL)

The Scheme envisaged amalgamation of BIPL & TGLL and merger of investment Divisions of TIL & XCSSL into BFCIL (hereinafter referred to as "Resultant BFCIL") and subsequent demerger and merger of 3PL Logistics Investment Division of Resultant BFCIL into Bhoruka Supply Chain Solutions Holding Ltd. ('BSCSHL'), Express Cargo Investment Division of BFCIL into Bhoruka Express Consolidated Ltd. ('BECL') and Real Estate investment Division of BFCIL into TDL Real Estate Holdings Ltd. ('TREL'), respectively.

The Scheme has been approved on June 12, 2019, effective from July 03, 2019. Pursuant to the said Scheme, Promoter's Group and their shareholding stands changed as provided above. As on March 31, 2020 (except BECL), these do not form part of Promoter's/Group, however, the same have been reflected above since the same was falling under Promoter's/Group at the beginning of the financial year i.e. April 01, 2019.

There was no change in shareholding, % decrease in shareholding is due to change in total paid-up share capital on account of allotment of equity shares to employees upon exercising of their stock Options.

* Change in total paid-up share capital is on account of allotment of equity shares to employees upon exercising of their stock Options.

(iii) Change in Promoter's Shareholding

S.No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Vineet Agarwal				
	Opening Balance April 1, 2019	9,91,467	2.585	-	-
	Bought during the year	2030	0.005	9,93,497	2.59
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	9,93,497	2.59
2	Bhoruka Finance Corporation of India Ltd (BFCIL) ^				
	Opening Balance April 1, 2019	79,52,339	20.76	-	-
	Bought during the year	-	-	-	-
	Sold during the year	79,52,339	20.76	-	-
	Closing Balance March 31, 2020	-	-	-	-
3	Bhoruka International Pvt. Ltd (BIPL) ^				
	Opening Balance April 1, 2019	52,94,102	13.82	-	-
	Bought during the year	-	-	-	-
	Sold during the year	52,94,102	13.82	-	-
	Closing Balance March 31, 2020	-	-	-	-
4	TCI India Ltd (TIL) ^				
	Opening Balance April 1, 2019	20,22,782	5.28	-	-
	Bought during the year	-	-	-	-
	Sold during the year	20,22,782	5.28	-	-
	Closing Balance March 31, 2020	-	-	-	-
5	TCI Global Logistics Ltd (TGLL) ^				
	Opening Balance April 1, 2019	11,53,455	3.01	-	-
	Bought during the year	-	-	-	-
	Sold during the year	11,53,455	3.01	-	-
	Closing Balance March 31, 2020	-	-	-	-
6	XPS Cargo Services Ltd (XCSL) ^				
	Opening Balance April 1, 2019	6,21,427	1.62	-	-
	Bought during the year	-	-	-	-
	Sold during the year	6,21,427	1.62	-	-
	Closing Balance March 31, 2020	-	-	-	-
7	Bhoruka Express Consolidated Ltd (BECL) ^				
	Opening Balance April 1, 2019	-	-	-	-
	Bought during the year	17,050,033	44.45	17,050,033	44.45
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	17,050,033	44.45

^ The National Company Law Tribunal ("NCLT") at New Delhi has approved, u/s 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, a composite scheme of arrangement (the Scheme) involving following promoters of the Company:

1. Bhoruka Finance Corporation of India Ltd (BFCIL)
2. Bhoruka International Pvt. Ltd (BIPL)
3. TCI Global Logistics Ltd (TGLL)
4. TCI India Ltd. (TIL)
5. XPS Cargo Services Ltd (XCSL)

The Scheme envisaged amalgamation of BIPL & TGLL and merger of investment Divisions of TIL & XCSL into BFCIL (hereinafter referred to as "Resultant BFCIL") and subsequent demerger and merger of 3PL Logistics Investment Division of Resultant BFCIL into Bhoruka Supply Chain Solutions Holding Ltd. ('BSCSHL'), Express Cargo Investment Division of BFCIL into Bhoruka Express Consolidated Ltd. ('BECL') and Real Estate investment Division of BFCIL into TDL Real Estate Holdings Ltd. ('TREL'), respectively.

The Scheme has been approved on June 12, 2019, effective from July 03, 2019. Pursuant to the said Scheme, Promoter's Group and their shareholding stands changed as provided above. As on March 31, 2020 (except BECL), these do not form part of Promoter's/Group, however, the same have been reflected above since the same was falling under Promoter's/Group at the beginning of the financial year i.e. April 01, 2019.

Note: Except above, there have been no changes in Promoter's shareholding during the year, apart from change in total paid-up share capital on account of allotment of equity shares to employees upon exercising of their stock Options.

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters & Holders of GDRs/ ADRs)

S.No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mrs. Sushma Chamaria				
	Opening Balance April 1, 2019	0	0.00	-	-
	Bought during the year	10,15,482	2.65	10,15,482	2.65
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	10,15,482	2.65
2	Canara Robeco Mutual Fund A/C Canara Robeco Emergi				
	Opening Balance April 1, 2019	6,72,483	1.75	-	-
	Bought during the year	2,99,929	0.78	9,72,412	2.54
	Sold during the year	27,000	0.07	9,45,412	2.46
	Closing Balance March 31, 2020	-	-	9,45,412	2.46
3	Motilal Oswal Focused Multicap Opportunities Fund				
	Opening Balance April 1, 2019	5,80,819	1.51	-	-
	Bought during the year	5,80,819	1.51	11,61,638	3.03
	Sold during the year	5,80,819	1.51	5,80,819	1.51
	Closing Balance March 31, 2020	-	-	5,80,819	1.51
4	Sangeeta Nirmal Bang				
	Opening Balance April 1, 2019	4,33,960	1.13	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	4,33,960	1.13
5	Alquity Sicav - Alquity Indian Subcontinent Fund				
	Opening Balance April 1, 2019	2,80,322	0.73	-	-
	Bought during the year	1,57,536	0.41	4,37,858	1.14
	Sold during the year	2,93,707	0.77	1,44,151	0.38
	Closing Balance March 31, 2020	-	-	1,44,151	0.38
6	Principal Trustee Co. Pvt. Ltd. - Principal Mutual				
	Opening Balance April 1, 2019	2,79,827	0.73	-	-
	Bought during the year	2,48,114	0.65	5,27,941	1.38
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	5,27,941	1.38
7	Padmavati Properties & Trust Pvt. Ltd				
	Opening Balance April 1, 2019	2,37,939	0.62	-	-
	Bought during the year	-	-	-	-
	Sold during the year	11,000	0.03	2,26,939	0.59
	Closing Balance March 31, 2020	-	-	2,26,939	0.59
8	Grandeur Peak International Opportunities Fund				
	Opening Balance April 1, 2019	2,29,500	0.60	-	-
	Bought during the year	-	-	-	-
	Sold during the year	94,836	0.25	1,34,664	0.35
	Closing Balance March 31, 2020	-	-	1,34,664	0.35
9	Union Long Term Equity Fund				
	Opening Balance April 1, 2019	32,435	0.08	-	-
	Bought during the year	1,86,040	0.49	2,18,475	0.57
	Sold during the year	23,765	0.06	1,94,710	0.51
	Closing Balance March 31, 2020	-	-	1,94,710	0.51
10	Edelweiss Trusteeship Co Ltd- Edelweiss MF AC-E				
	Opening Balance April 1, 2019	39,689	0.10	-	-
	Bought during the year	1,39,337	0.36	1,79,026	0.47
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	1,79,026	0.47

(v) Shareholding of Directors and Key Managerial Personnel (KMPs)

S. No.	Name of the Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. D.P Agarwal-Director				
	Opening Balance April 1, 2019	4,19,314	1.09	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	4,19,314	1.09
2	Mr. Chander Agarwal-Director				
	Opening Balance April 1, 2019	9,17,131	2.39	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	9,17,131	2.39
3	Mr. Vineet Agarwal-Director				
	Opening Balance April 1, 2019	9,91,467	2.585	-	-
	Bought during the year	2030	0.005	9,93,497	2.59
	Sold during the year	-	-	-	-
	Closing Balance March 31, 2020	-	-	9,93,497	2.59
4	Mr. Phool Chand Sharma-Director				
	Opening Balance April 1, 2019	52,250	0.14	-	-
	Bought during the year*	24,000	0.06	76,250	0.20
	Sold during the year	41,779	0.11	34,471	0.09
	Closing Balance March 31, 2020	-	-	34,471	0.09
5	Mr. Mukti Lal-CFO				
	Opening Balance April 1, 2019	6,300	0.02	-	-
	Bought during the year*	3,750	0.01	10,050	0.03
	Sold during the year	1,500	0.01	8,550	0.02
	Closing Balance March 31, 2020	-	-	8,550	0.02

*Equity Shares allotted in terms of 'ESOP-2016'.

Note: No other Director or KMP held any share of the Company, during the financial year 2019-20.

V- INDEBTEDNESS

(₹ in Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	983.47	-	-	983.47
ii) Interest due but not paid	-	-	-	0
iii) Interest accrued but not due	1.99	-	-	1.99
Total (i+ii+iii)	985.46	-	-	985.46
Change in Indebtedness during the financial year				
Additions	90.68	-	-	90.68
Reduction	687.55	-	-	687.55
Net Change	(596.87)	-	-	(596.87)
Indebtedness at the end of the financial year				
i) Principal Amount	388.59	-	-	388.59
ii) Interest due but not paid	-	-	-	0
iii) Interest accrued but not due	1.70	-	-	1.70
Total (i+ii+iii)	390.29	-	-	390.29

VI- REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole Time Director and/ or Manager**

(₹ in Lakhs)

Particulars of Remuneration	Mr. Chander Agarwal (Managing Director)	Mr. Phool Chand Sharma (Whole Time Director) *Non-Executive Director	Total Amount
Gross salary			
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	418.02	101.97	519.99
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	8.23	0.44	8.67
(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
Stock Option	-	90.91	90.91
Sweat Equity	-	-	-
Commission	300.00	-	300.00
Others including Gratuity and Employer contribution to Provident Fund	44.38	8.57	52.95
Total	770.63	201.89	972.52
Ceiling as per the Companies Act, 2013**	10% of net profits of the Company up to November 04, 2019, going forward, 5% of net profits of the Company (up to March 31, 2020)		

*Mr. Phool Chand Sharma was re-designated as Non-Executive Director (NED), with effect from closing business hours of November 04, 2019, accordingly his remuneration is reported in proportion of his tenure as Whole Time Director. Further, sitting fee/commission paid to him in the capacity of NED is shown under Table-B, as provided below.

** As explained above, Mr. Phool Chand Sharma, Whole Time Director, was re-designated as NED, ceiling has been calculated at a rate of 10 % of net profits of the Company, however consequent to change in designation, there was only Managing Director in the Company, accordingly ceiling has been calculated at a rate of 5 %, thereafter and up to the closing of financial year i.e. March 31, 2020, in accordance with provisions of Section 197 and 198 of the Companies Act, 2013.

The shareholders in their 9th Annual General Meeting, passed a special resolution to pay remuneration to Mr. Chander Agarwal, Managing Director in excess of 5% of the net profits of the Company, subject to the overall limits for all managerial person specified in Section 197 of the Companies Act, 2013. The Remuneration to the above managerial personnel has been paid in compliance with the special resolution and the provisions of the Companies Act, 2013 read with the Listing Regulations.

B. Remuneration to Non-Executive Directors

(₹ in Lakhs)

S. No.	Particulars of Remuneration	Category of Directorship							Total Amount
		Non-Executive Director			Non-Executive Independent Director				
		Mr. D.P Agarwal*	Mr. Vineet Agarwal*	Mr. Phool Chand Sharma	Mr. Murali Krishna Chevuturi	Mr. Ashok Kumar Ladha	Mr. Prashant Jain*	Mrs. Taruna Singhi*	
(a)	Fee for attending Board/Committee meetings	-	-	1.35	4.15	4.15	-	-	9.65
(b)	Commissions	5.00	5.00	5.00	5.00	5.00	5.00	5.00	35.00
Total		5.00	5.00	6.35	9.15	9.15	5.00	5.00	44.65

The shareholders in their 8th Annual General Meeting, passed an ordinary resolution and fixed a ceiling on the commission payable to Non-Executive Directors up to 0.5% of the net profits of the Company, computed in accordance with Section 198 of the Companies Act 2013, accordingly remuneration/ commission has been paid in compliance with the ordinary resolution and the provisions of the Companies Act, 2013 and the Listing Regulations.

* Mr. D.P. Agarwal, Mr. Vineet Agarwal, Mr. Prashant Jain and Mrs. Taruna Singhi have waived their right to receive sitting fee(s).

C. Remuneration of Key Managerial Personnel/Other than MD/Manager/WTB

(₹ in Lakhs)

Particulars of Remuneration	Mr. Mukti Lal (Chief Financial Officer)	*Mr. Vinay Gujral (Company Secretary)	*Ms. Priyanka (Company Secretary)	Total Amount
Gross salary				
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	45.03	9.79	0.39	55.21
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.70	0.16	0.01	0.87
(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
Stock Option	14.09	-	-	14.09
Sweat Equity	-	-	-	-
Commission as % of profit	-	-	-	-
Others including Gratuity and Employer contribution to Provident Fund	3.33	0.56	0.03	3.92
Total	63.15	10.51	0.43	74.09

* Mr. Vinay Gujral has resigned w.e.f closing business hours of December 21, 2019 and Ms. Priyanka has appointed, w.e.f March 13, 2020. Accordingly remuneration has been apportioned/reported as per their respective tenure for the financial year 2019-20.

VII-PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013, during the financial year 2019-20.

ANNEXURE-H

PARTICULARS OF EMPLOYEES

Statement under Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

I. Remuneration details of Directors and Key Managerial Personnel (KMPs)

Name of the Director/KMP	Designation	% increase in remuneration over last year	Ratio of remuneration of Directors with median remuneration of employees
a) Executive Directors			
Mr. Chander Agarwal	Managing Director	17.56	448.05
b) Non-Executive Directors			
Mr. Phool Chand Sharma	Non-Executive Director ^{a)}	2.47	120.28
Mr. D.P. Agarwal	Non-Executive Director	-	2.90
Mr. Vineet Agarwal	Non-Executive Director	-	2.90
Mr. Murali Krishna Chevuturi	Non-Executive Independent Director	-	2.90
Mr. Ashok Kumar Ladha	Non-Executive Independent Director	-	2.90
Mr. Prashant Jain	Non-Executive Independent Director	-	2.90
Mrs. Taruna Singhi	Non-Executive Independent Director	-	2.90
c) Key Managerial Personnel (other than Directors)			
Mr. Mukti Lal	Chief Financial Officer	39.37	N.A
Mr. Vinay Gujral	Company Secretary ^{b)}	-	N.A
Ms. Priyanka			

a) Mr. Phool Chand Sharma, Whole Time Director, was re-designated as Non-Executive Director (NED), with effect from closing business hours of November 04, 2019, accordingly 'percentage increase in remuneration' and 'ratio of remuneration with median remuneration of employees' have been calculated in proportion of his tenure as Whole Time Director up to November 04, 2019 and thereafter, as Non-Executive Director.

b) Mr. Vinay Gujral has resigned w.e.f closing business hours of December 21, 2019, consequently, the Board of Directors at their meeting held on March 13, 2020, appointed Ms. Priyanka as the Company Secretary. Since the remuneration is only for part of the year, percentage increase in remuneration is not comparable and hence, not stated.

c) Commission to the Managing Director: The Nomination & Remuneration Committee evaluates the performance of the Managing Director at the end of each financial year taking into account the comments of the Independent Directors and subsequently approves it. The Managing Director is paid commission well within the overall limit fixed by the shareholders of the Company.

d) Commission to the Non-Executive Directors: The Nomination & Remuneration Committee recommends the commission payable to the Non-Executive Directors after considering their attendance and participation in meetings of Board and Committees, contribution to the development of long term strategy and risk management, updating in areas such as corporate governance framework and the industry and market scenario, exercise of duty with due and reasonable care, skill and diligence etc. It is well within the overall limit fixed by the shareholders of the Company.

II. Total employees on the payroll of the Company: 2905

III. Percentage increase in the median remuneration of employees during the financial year 2019-20: 15.49%

IV. Remuneration of managerial personnel vis a vis other employees: During the year, average percentile increase in the salary of employees other than management personnel was 15.69% as against 17.56% average percentile increase in the salary of managerial remuneration. Since, remuneration of Mr. Phool Chand Sharma is only for part of the year and not comparable, hence, not considered in calculation of average percentile increase in management personnel. The average increase is an outcome of the Company's market competitiveness, salary benchmark across the industry, inflation and talent retention etc.

V. Pursuant to Rule 5(1) (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

VI. The list of top ten (10) employees in terms of remuneration drawn is provided herein below:

Name	Designation	Remuneration (₹ In Lakhs)	Qualification/ Experience (In years)	Date of commencement of employment	Age (In years)	Last employment	No. of Equity Shares
Mr. Chander Agarwal	Managing Director	770.63	B.Sc/18 yrs.	18.08.2016	41	Joint Managing Director-Transport Corporation of India Ltd.	9,17,131
Mr. Phool Chand Sharma	Non-Executive Director*	206.89	B.Com/36 yrs.	01.04.2016	59	CEO^	34,471
Mr. Mukti Lal	VP & Chief Financial Officer	63.15	CA/ 16 yrs.	01.04.2016	42	CFO^	8,550
Mr. S. Narayana Das	HOD-OPS & ECOM	43.27	S.SC/41 yrs.	01.04.2016	60	Regional Manager^	2,550
Mr. Manish Jain	National Head-Sales & Marketing	36.70	B.Sc/24 yrs.	01.04.2016	43	National Head-Sales & Marketing^	0
Mr. L. Murali Krishna	Regional Head	34.57	H.SC/36 yrs.	01.04.2016	56	Regional Manager^	3,150
Mr. Noratmal Sarva	Regional Head	32.51	HSC/34 yrs.	01.04.2016	54	Regional Manager^	550
Mr. Pabitra Mohan Panda	Chief Operating Officer	25.12	M.B.A/21 yrs.	01.04.2016	46	Regional Manager^	2,550
Mr. Rambali Singh Yadav	Regional Head	24.97	HSC/36 yrs.	01.04.2016	56	Regional Manager ^	0
Mr. Vikas Sharma	AVP-Information Technology	22.75	MCA/ 18 yrs.	01.04.2016	43	IT Head ^	1,475

* Mr. Phool Chand Sharma, Whole Time Director, was re-designated as Non-Executive Director (NED), with effect from closing business hours of November 04, 2019, accordingly remuneration has been reported in proportion of his tenure as Whole Time Director up to November 04, 2019 and thereafter as Non-Executive Director.

^ Erstwhile TCI-XPS, a division of Transport Corporation of India Limited.

Note: None of the employee is covered under Rule 5(2) (i), (ii) and (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance has occupied pivotal position at TCI Express Limited ("the Company") since inception. Corporate Governance is an integral element of Company's value system, management ethos, and Business practices. Corporate Governance practices are reflection of one's value culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is also an important part of Corporate Governance. When adhered to and implemented in the best of spirit, Corporate Governance positively impacts the activities, processes and policies of an organization besides portray a positive vision to investors and enhance the trust and confidence of the stakeholders. It can also influence its immediate Corporate environment and the society at large in a positive way and have a healthy impact on the national economy.

The Company is in compliance with requirements of the guidelines on Corporate Governance stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and hereby presents the following Corporate Governance Report for the financial year 2019-20.

BOARD OF DIRECTORS

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-Executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons having requisite qualifications and experience in general corporate management, operations, strategy, governance etc. They actively participate at the Board and Committee meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc.

Composition

The composition of the Board is in accordance with the requirements set forth by Regulation 17 (1) of the Listing Regulations and the Companies Act, 2013. The Board of your Company has a good mix of Executive and Non-Executive Directors with half of the Board of the Company comprising Independent Directors. As on March 31, 2020, the Board consists of eight (8) Directors, of whom, four (4) are Non-Executive Independent Directors, including one (1) Woman Independent Director, three (3) are Non- Executive Directors and one (1) is Executive Director. All Directors of the Company are resident Directors.

In terms of the provisions of Schedule V of the Listing Regulations, detail of skills/expertise/competency of the Directors with reference to business and industry of the Company are given as under:

Name of Director	Expertise in specific functional area
Mr. D.P Agarwal	He is constantly guiding by his rich experience of Transport & Logistics industry domain and vision of long-term trends. He has quality Management skills and Business Strategies and good understanding of Corporate Governance, Regulatory Environment etc.
Mr. Chander Agarwal	Express Cargo, Lean Supply Chain Management, Logistics domain, Management Skills, Corporate Governance, understanding of Regulatory Environment, Business Dynamics, Strategy and Planning etc.
Mr. Vineet Agarwal	Logistics and Supply Chain Management domain, Business Strategy, Management Skills, Corporate Governance, understanding of Regulatory Environment.
Mr. Murali Krishna Chevuturi	He is qualified Chartered Accountant, Company Secretary and having versatile experience in Accounts, Finance, and Corporate Governance. He assesses periodically financial viability & performance of the Company and continuously guides on strategic Financial Planning, Budgets etc.
Mr. Ashok Kumar Ladha	He has extensive experience in various aspects of Management, viz., Production, Finance, Marketing & General Administration, Corporate Planning, Corporate Governance etc. He has good understanding of Regulatory Environment and Economic know-how.
Mrs. Taruna Singhi	Entrepreneur, Business and Corporate Planning, Astute analytical abilities.
Mr. Prashant Jain	Entrepreneur, Financial knowledge, Business Corporate Planning and Strategy.
Mr. Phool Chand Sharma	He has in-depth knowledge about the Express Cargo & Logistics domain, Operations and Business Development etc. He has quality Management skills and understanding of Regulatory Environment.

The names and categories of Directors, their attendance at the Board meetings held during the year and at the last Annual General Meeting (AGM) held on July 30, 2019 and also the

number of Directorship and Committee positions held by them in Companies including category of Directorship in Listed Companies are given as under:

Name of Director	Category of Directorship in Company	No. of Directorship held in Companies		No. of Committee Position		No. of Board Meetings		Attended last AGM held on 30.07.2019
		Public	Private	Member	Chairman	Held	Attended	
Mr. D.P Agarwal	NEC	6	0	1	1	5	5	Yes
Mr. Chander Agarwal	MD	5	2	1	0	5	5	Yes
Mr. Vineet Agarwal	NED	6	3	6	0	5	5	Yes
Mr. Murali Krishna Chevuturi	NEID	2	0	0	2	5	5	Yes
Mr. Ashok Kumar Ladha	NEID	5	1	1	0	5	5	Yes
Ms. Taruna Singhi	NEID	1	5	0	1	5	3	Yes
Mr. Prashant Jain	NEID	2	1	1	0	5	2	No
Mr. Phool Chand Sharma	NED ^h	3	0	1	0	5	5	Yes

NEC- Non-Executive Chairman, MD-Managing Director, NED- Non-Executive Director, NEID-Non-Executive Independent Director

Notes:

- Directorship held in TCI Express Limited is included and Directorship held in Foreign Companies and Section 8 Companies are excluded.
- As required by Regulation 26 of the Listing Regulations, Membership / Chairmanship of the Audit Committee and Stakeholders Relationship Committee only have been considered, including TCI Express Limited.
- Mr. D.P Agarwal, Mr. Chander Agarwal and Mr. Vineet Agarwal are related to each other.
- Details of the Director being re-appointed are given in the notice of the AGM.
- The Board, based on the disclosures received from all Independent Directors, confirms that all Independent Directors fulfil the conditions of Independence as specified under the Companies Act, 2013 and the Listing Regulations and are independent of the Management of the Company.
- The maximum tenure of Independent Directors is in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations.
- Brief profile of each Director(s) is available on the website of the Company at www.tciexpress.in.
- Mr. Phool Chand Sharma has been re-designated as Non-Executive Director of the Company, effective from closing business hours of November 04, 2019, pursuant to attaining age of superannuation.

In terms of the Listing Regulations, details of Directorship in Listed Company's are given as under:

Name of Director	Name of Listed Company where Directorship held (excluding TCI Express Limited)	Category of Directorship
Mr. D.P Agarwal	Transport Corporation of India Ltd	Chairman & Managing Director
	TCI Developers Ltd	Non-Executive Chairman
	Jay Bharat Maruti Ltd	Non-Executive Independent Director
	TCI Industries Ltd	Non-Executive Director
Mr. Chander Agarwal	Transport Corporation of India Ltd	Non-Executive Director
	TCI Developers Ltd	Non-Executive Director
Mr. Vineet Agarwal	Transport Corporation of India Ltd	Managing Director
	TCI Developers Ltd	Non-Executive Director
	Somany Ceramics Ltd	Non-Executive Independent Director

Note: Besides above none of other Director(s) holds Directorship in any Listed Company.

In terms of the Listing Regulations, none of the Directors on the Board is a member of more than ten (10) Board-level Committees and Chairman of more than five (5) such Committees, across all the Indian Public Companies in which he/she is a Director.

None of the Director(s) of the Company holds Directorship in more than Seven (7) Listed Companies. None of the Independent Director(s) serves as an Independent Director in more than seven (7) Listed Companies. The Managing Director does not serve as Independent Director in more than three (3) Listed Companies. Further, none of the Independent Director(s) serves as Non-Independent Director of any Company on the Board of which any Non-Independent Director is an Independent Director.

Board Meeting(s)

The Board converges at regular intervals and the gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

During the year under review, five (5) meetings of the Board were held. The requisite quorum was present at all the meetings. The details of Board meetings held during the financial year 2019-20 are given as under:

S.No.	Date of the Board Meeting	Board Strength	No. of Directors Present
1	May 22, 2019	8	8
2	July 30, 2019	8	7
3	November 04, 2019	8	7
4	January 27, 2020	8	7
5	March 13, 2020	8	6

Agenda and Information available to the Board

The notice of Board / Committee meetings is given well in advance to all the Directors. The meetings of the Board are generally convened at the Company's Corporate Office at Gurugram. The Company Secretary, in consultation with the Chairman and Managing Director, drafts the agenda for meetings, along with notes and provides all relevant information, details and documents to the Directors at least seven (7) days in advance for facilitating fruitful & focused discussions and effective decision-making at the meeting. The Company provides relevant information on various matters related to working of the Company especially those require deliberation at the highest level either as part of the agenda or by way of presentations during the meetings, as deems appropriate.

The Board of the Company reviews all information provided periodically for discussion and consideration at its meetings as provided under the Companies Act, 2013 (including any amendment and re-enactment thereof) and Schedule II (Part-A) of the Listing Regulations, in addition the Board also considers the matters w.r.t revenue budget, capital budget, all major decisions involving policy formulation, strategy and business plans, new investments, compliance with statutory/regulatory requirements and major accounting provisions from time to time.

Post Meeting Action and Follow-up system

Minutes of the Board/Committee meetings are circulated to Board/Committee members for their comments, in conformity

with Secretarial Standards and the Companies Act, 2013, thereafter signed by the Chairman of the next Board/Committee meeting. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board/Committee members.

Separate Meeting of Independent Directors

During the year under review, Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Companies Act, 2013 and Regulation 25(3) and (4) of the Listing Regulations and Secretarial Standards, was convened on May 22, 2019. At the meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole (including its Committees);
- Reviewed the performance of Chairman of the Company, Managing Director and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

Familiarization Programme for Directors

The Company familiarizes its Directors including Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates. The Independent Directors of the Company are appraised by the Company through formal letter of appointment, which inter alia sets out their roles, function, duties and responsibilities and copies of the Code of Business Conduct, Insider Trading and other policies as may be applicable to them. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are being made to them wherein, quarterly updates on business and performance, business strategy, risks involved, relevant statutory and regulatory changes, important amendments under the Companies Act, 2013, and the Listing Regulations, are discussed. The detail of familiarization programme can be accessed at www.tciexpress.in.

COMMITTEES OF THE BOARD

The Board has constituted various Committees to focus on specific areas and to make informed decisions within their authority. Each Committee is governed by its charter and has well defined terms of reference which outline the scope, role, responsibilities and powers of the Committee. All the decisions and recommendations of the Committee are placed before the Board for its approval. All the recommendations of the Committees are duly considered by the Board. The Board of Directors have constituted following Committees of Directors with specific terms of reference and adequate delegation of powers to discharge their purposes, goals and responsibilities effectively:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Risk Management Committee*
- F. Share Transfer Committee

* The Board of Directors at its meeting held on May 22, 2019, constituted the Risk Management Committee in accordance with the Listing Regulations, as amended from time to time.

Details of role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are given as under:

A. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. The terms of reference of the Committee are in conformity with the requirements of the Listing Regulations and the Companies Act, 2013, which inter alia, includes the following:

1. To review management discussion and analysis of financial condition and results of operations;
2. To review statement of significant related party transactions;
3. To review management letters / letters of internal control weaknesses issued by the statutory auditors;
4. To review internal audit reports relating to internal control weaknesses;
5. To review the appointment, removal and terms of remuneration of the chief internal auditor;
6. To review statement of deviations, if any;
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations;
 - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations, if applicable;
7. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
8. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
9. approval of payment to statutory auditors for any other services rendered by statutory auditors;
10. reviewing with the management, the annual financial statements and auditor's report thereon, before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by the management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
11. reviewing with the Management, the quarterly financial statements before submission to the board for approval;
12. reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
13. reviewing and monitoring the auditor's independence, performance and effectiveness of audit process;
14. approval or any subsequent modification of transactions of the Company with related parties;
15. scrutiny of inter-corporate loans and investments;
16. valuation of undertakings or assets of the Company, wherever it is necessary;
17. evaluation of internal financial controls and risk management systems;
18. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
19. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
20. discussion with internal auditors of any significant findings and follow up there on;
21. reviewing the findings of any internal investigations by the internal auditors into matters, where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
22. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
23. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
24. to review the functioning of the whistle blower mechanism;
25. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

26. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
27. reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary, if any, exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
28. To review the legal matters which could have a material impact on the Company;
29. Such role/functions as may be defined under SEBI Regulations and Corporate Laws;
30. Such other functions as may be entrusted by the Board from time to time.

All the members of the Committee are financially literate and bring an expertise in the fields of finance, accounting strategy and management. The Chairman of the Audit Committee has accounting and financial management expertise. The Chairman of the Committee attended the AGM held on July 30, 2019 to answer the shareholders queries. Senior Management Personnel including Chief Financial Officer, representative of Statutory Auditors and Internal Auditors are invitees to the meetings. The Company Secretary acts as the Secretary to the Committee.

During the financial year ended March 31, 2020, all the recommendations made by the Audit Committee were accepted by the Board. This Committee met four (4) times during the financial year under review i.e. May 22, 2019, July 30, 2019, November 04, 2019 and January 27, 2020. As on March 31, 2020, the details of composition of Committee, meeting held and attendance of members are given as under:

Name of the Member	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Murali Krishna Chevuturi	NEID	Chairman	4	4
Mr. Ashok Kumar Ladha	NEID	Member	4	4
Mr. Vineet Agarwal	NED	Member	4	4
Mr. Prashant Jain	NEID	Member	4	2

NEID-Non-Executive Independent Director, NED- Non-Executive Director

B. Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration Committee are in conformity with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee inter alia, include the following:

1. Identification and recommendation to Board of persons who are qualified to become Director & Key Managerial Personnel (KMP) in accordance with the criteria laid down;
2. Considering recommendations of the KMPs w.r.t. appointment & removal of Senior Management Personnel (SMPs) in accordance with the criteria laid down and forwarding their recommendations to the Board accordingly;
3. Assist the Board in ensuring that plans are in place for orderly succession for appointment to the Board & Senior Management;
4. Ensure that the Board is balanced & follows a diversity policy in order to bring in professional experience in different areas of operations, transparency, corporate governance & financial management etc.;
5. Formulation of evaluation criteria for Independent/Non Independent/Executive Directors & the Board as a whole which includes its Committees & the KMPs;
6. Ensure that Directors are inducted through suitable familiarization process and that proper & regular training is given to Independent Directors to update and refresh their skills, knowledge and familiarity with the Company;
7. Formulation & supervision of the Remuneration Policy of the Company;
8. Oversee the formulation and implementation of Employee Stock Option Plan, its administration, supervision and formulating detailed terms and conditions in accordance with SEBI Guidelines.

All the members of the Nomination and Remuneration Committee are Non-Executive Directors. The Chairman of the Committee attended the AGM held on July 30, 2019. The Company Secretary acts as the Secretary to the Committee.

During the financial year ended March 31, 2020, the Committee met four (4) times i.e. May 22, 2019, November 04, 2019, January 27, 2020 and March 13, 2020. The Chairman of the Committee is an Independent Director. As on March 31, 2020, the details of composition of Committee, meeting held and attendance of members are given hereunder:

Name of the Members	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Ashok Kumar Ladha	NEID	Chairman	4	4
Mr. D.P Agarwal	NED	Member	4	4
Mr. Murali Krishna Chevuturi	NEID	Member	4	4
Mr. Prashant Jain	NEID	Member	4	2

NEID-Non-Executive Independent Director, NED- Non-Executive Director

Performance evaluation criteria for Directors

The Annual performance evaluation and other relevant information are provided in the Board's Report, which is part of this Annual Report.

Nomination and Remuneration Policy

In accordance with the provisions of Section 178 of the Companies Act, 2013, Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel & Other Employees has been formulated by Nomination and Remuneration Committee (NRC) and approved by the Board of Directors. The Nomination and Remuneration Policy is applicable on:

- I. Directors (Executive and Non-Executive)
- II. Key Managerial Personnel (KMPs)
- III. Senior Management Personnel (SMPs) and
- IV. Other employees of the Company

Salient features of the Nomination and Remuneration Policy:

Appointment and Removal: The Committee shall Identify, ascertain the integrity, qualification, expertise and experience of person for appointment as Director. Appointment and removal of Directors is subject to compliance of applicable provisions of the Companies Act, 2013, the Listing Regulations and/or other applicable laws and Regulations.

Code of Conduct for Directors, KMPs and SMPs: The Directors/KMPs/SMPs are accountable to stakeholders including market participants and the general public, for the Company's performance of its objects set out in Memorandum of Association. As a member of the Board/ Company Management, each Director/KMP/SMP shall be expected to act in good faith, honestly and in best interest of the Company.

Training/Familiarization Programme for Independent Director: Incoming/New Directors shall be given formal induction and orientation promptly after the appointment. The programme shall familiarize the incoming/new Director with the Company's vision, strategic direction, industry/business model of the

Company, core values including ethics, corporate governance practices and other key policies and practices.

Evaluation mechanism for Directors, KMPs and SMPs:

Independent Directors shall hold at least one (1) meeting every year without attendance of Non-Independent Directors and members of the Management, to review performance of Non-Independent Directors, Board as whole (which includes its Committees) and Chairman of the Company. The evaluation of the KMPs/SMPs shall be done by the Executive Director and evaluation report shall be submitted to the Nomination and Remuneration Committee for its perusal and concluding judgment.

Remuneration Structure

Remuneration to Executive Directors

The Managing Director and Whole Time Director are paid remuneration within the range recommended by the Nomination and Remuneration Committee, which is further approved by the Board of Directors and the shareholders of the Company at their AGM. The remuneration is decided considering various factors such as qualification(s), experience(s), expertise, and capability of the appointee, contribution to the Company's growth, remuneration prevailing in the Industry, financial position of the Company etc.

Remuneration to Non-Executive Directors

The Non-Executive and/or Independent Directors of the Company are paid remuneration by way of fees for meetings attended of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits. Non-Executive Directors are also paid commission as approved by the shareholders, subject to an overall limit of 0.5% of the net profits of the Company, computed under the applicable provisions of the Companies Act, 2013.

Board Diversity

In order to ensure a balance composition of the Board, the Company shall consider candidates from a wide variety of backgrounds, shall not discriminate on the basis of gender, ethnicity and/or physical disability and shall ensure an appropriate mix of educational qualification, skills, competency and experience as required in the context of the business of the Company and sector for it, to function effectively.

Details of remuneration to Executive Directors during the financial year ended March 31, 2020:

(₹ in Lakhs)

Name of Executive Director	Salary	Perquisites	Commission	Stock Options	Others (Gratuity and Employer contribution to Provident Fund)	Total	No. of Equity Shares Held
Mr. Chander Agarwal	418.02	8.23	300.00	-	44.38	770.63	9,17,131
Mr. Phool Chand Sharma*	101.97	0.44	0.00	90.91	8.57	201.89	34,471

*Mr. Phool Chand Sharma has been re-designated as Non-Executive Director, w.e.f closing business hours of November 04, 2019. Accordingly, remuneration is reported in proportion of his tenure as Whole Time Director. Further, sitting fee/commission paid to him in the capacity of Non-Executive Director is provided below.

Details of remuneration to Non-Executive Directors during the financial year ended March 31, 2020:

(₹ in Lakhs)

Name of Non-Executive Director	Sitting Fee*	Commission	Total	No. of Equity Shares Held
Mr. D.P Agarwal	-	5.00	5.00	4,19,314
Mr. Vineet Agarwal	-	5.00	5.00	9,93,497
Mr. Murali Krishna Chevuturi	4.15	5.00	9.15	-
Mr. Ashok Kumar Ladha	4.15	5.00	9.15	-

Name of Non-Executive Director	Sitting Fee*	Commission	Total	No. of Equity Shares Held
Mr. Prashant Jain	-	5.00	5.00	-
Mrs. Taruna Singhi	-	5.00	5.00	-
Mr. Phool Chand Sharma**	1.35	5.00	6.35	Kindly refer table above

* Include sitting fee for Board & Committee meetings.

** Mr. Phool Chand Sharma has been re-designated as Non-Executive Director, w.e.f closing business hours of November 04, 2019. Accordingly, sitting fee/commission is paid in proportion of his tenure as Non-Executive Director.

Notes:

1. The Company has no financial association or dealings with its Independent Directors other than payment of sitting fees and/ or disbursement of commission to them.
2. Mr. D.P Agarwal, Mr. Vineet Agarwal, Mr. Prashant Jain and Mrs. Taruna Singhi did not accept any sitting fees during the year under review.
3. None of the Director(s) holds any stock Options as on March 31, 2020, except Mr. Phool Chand Sharma.
4. Mr. D.P Agarwal, Mr. Chander Agarwal and Mr. Vineet Agarwal are related to each other.

C. Stakeholders' Relationship Committee

The composition and terms of reference of the Stakeholders' Relationship Committee are in conformity with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The terms of reference of Stakeholders' Relationship Committee includes:

1. Look into various aspects of interests of shareholders, debenture holders and other security holders, if any;
2. Review of statutory compliance relating to shareholders, debenture holders and other security holders, if any;
3. Consider and resolve the grievance of shareholders of the Company including complaints related to transfer of securities, non-receipt of annual report/dividends/notices etc.;
4. Review of transfer of unclaimed dividends and shares to Investor Education & Protection Fund;
5. Review of movements in shareholding structure of the Company;
6. Ensuing setting of proper controls and oversight of performance of the Registrar & Share Transfer Agent;
7. Recommendation of measures for overall improvement of the quality of investor services.

Apart from the above, the Committee also exercises the role and powers entrusted to it by the Board of Directors from time to time.

During the financial year ended March 31, 2020, the Committee met four (4) times i.e. May 22, 2019, July 30, 2019, November 04, 2019 and January 27, 2020. The Chairperson of the Committee attended the AGM held on July 30, 2019 to answer the shareholder's queries. As on March 31, 2020, details of composition of Committee and attendance of members are given as under:

Name of the Member	Category	Position	Number of Meeting	
			held during the year	attended during the year
Mrs. Taruna Singhi	NEID	Chairperson	4	3
Mr. Vineet Agarwal	NED	Member	4	4
Mr. Phool Chand Sharma	NED	Member	4	4

NEID-Non-Executive Independent Director, NED- Non-Executive Director

Ms. Priyanka, Company Secretary of the Company is designated as the Compliance Officer and acts as Secretary to the Committee.

Detail of investor complaints received, disposed off and outstanding as on March 31, 2020:

No. of Investor complaints balance at the beginning of the Year	No. of Investor complaints received during the Year	No. of Investor complaints disposed-off during the Year	No. of Investor complaints outstanding at the end of the Year
Nil	Nil	Nil	Nil

No investor complaint was outstanding as on March 31, 2020.

SEBI Complaints Redress System (SCORES)

The investors' complaints are also being processed through the centralized web base complaint redressal system of the SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints.

Transfer of shares

Pursuant to Regulation 40 of the Listing Regulations read with SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019, unless the securities are held in dematerialized form. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

Members may contact the Company or Company's Registrar & Share Transfer Agent (RTA), M/s. KFin Technologies Private Limited, for assistance in this regard. The members are requested to update their Bank details and other particulars as and when required with the Depository Participant or by sending the same to the RTA of the Company.

D. Corporate Social Responsibility Committee

The Company has a Corporate Social Responsibility (CSR) Committee of Directors to look into its CSR Activities, which

strives to create value in the society and in the community in which it operates through its services, conduct and initiatives.

The terms of reference of CSR Committee includes:

1. To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in the Companies Act, 2013;
2. To provide guidance on various CSR activities to be undertaken by the Company and to monitor process;
3. Recommend the amount of expenditure to be incurred on CSR activities;
4. Institute a transparent monitoring mechanism for implementation of CSR projects or program or activities undertaken by the Company.

During the financial year 2019-20, the Committee met on May 22, 2019.

As on March 31, 2020, the details of composition of Committee and attendance of members are given as under:

Name of the Member	Category	Position	Number of Meeting	
			held during the year	attended during the year
Mr. D.P. Agarwal	NED	Chairman	1	1
Mr. Chander Agarwal	MD	Member	1	1
Mrs. Taruna Singhi	NEID	Member	1	1

NED- Non-Executive Director, MD-Managing Director, NEID- Non-Executive Independent Director

E. Risk Management Committee

Pursuant to the provisions of Regulation 21 of the Listing Regulations, top five hundred (500) Listed Companies, determined on the basis of market capitalization as at the end of immediate previous financial year, shall constitute a Risk Management Committee. Accordingly, on May 22, 2019, the Board of Directors have constituted Risk Management Committee by merging its roles/powers in Audit Committee under its nomenclature "Audit and Risk Management Committee" and adopted Policy on Risk Management.

However, the Board of Directors at their meeting held on July 30, 2019, segregated the composition & powers/ terms of reference of "Audit Committee" and "Risk Management Committee" for better governance and more balanced structure by enabling more effective supervision of the Management.

This Committee met on November 04, 2019, details of composition of Committee and attendance of members are given as under:

Name of the Member	Category	Position	Number of Meeting	
			held during the year	attended during the year
Mr. Chander Agarwal	MD	Chairman	1	1
Mr. Phool Chand Sharma	NED	Member	1	1
Mr. Mukti Lal	CFO	Member	1	1

MD-Managing Director, NED- Non-Executive Director, CFO-Chief Financial Officer

The terms of reference of Risk Management Committee includes:

1. To identify and assess internal and external risks that may impact the Company in achieving its strategic objectives;
2. To recommend to the Board of Directors the Risk Management Policy and standard operating procedure for Risk Management and any amendment thereto;
3. Review of Risk Management process and practices to ensure a prudent balance between risks and reward in the Company's business activities;
4. With objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled, to review:
 - a Tolerance for financial risks;
 - b Assessment of significant financial risk facing by the Company;
 - c Company's policies, plans, processes and any proposed changes therein for controlling significant financial risks.
5. To review the legal matters which could have a material impact on the Company;
6. To deal with audit issues relating to Risk Management;
7. To submit Annual Report to the Board on Risk Management and minimization procedures;
8. Such other functions as may be entrusted by the Board from time to time.

F. Share Transfer Committee

The Share Transfer Committee is formed to look into share transfer and related applications, received from shareholders. The members of the Committee are Mr. Chander Agarwal, Managing Director, Mr. Vineet Agarwal and Mr. Phool Chand Sharma, Non- Executive Director(s).

The terms of reference of the Committee includes transfer/ transmission of shares and such other securities as may be issued by the Company from time to time, to approve and monitor dematerialization of shares /debentures / other securities and all matters incidental thereto, issue of duplicate share certificates, subdivision/ split of shares & to allot shares.

STATUTORY REPORTS

Board's Report

Board's Report is given in a separate section and forms an integral part of Annual Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report is given in a separate section and forms an integral part of Annual Report.

Business Responsibility Report

Business Responsibility Report is given in a separate section and forms an integral part of Annual Report.

DISCLOSURES

Code of Conduct for Board of Directors and Senior Management

The Company has laid down a Code of Conduct for all Board members and the Senior Management of the Company which

also includes the model Code of Conduct for Independent Directors in accordance with Schedule IV to the Companies Act, 2013. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

All the Directors and Senior Management have affirmed compliance with the Code of Conduct as on March 31, 2020, as approved and adopted by the Board of Directors. A declaration to this effect, signed by the Managing Director of the Company has been annexed to this Corporate Governance Report. The Code of Conduct has also been posted on the website of the Company at www.tciexpress.in.

Code of Fair Disclosure and Internal Code of Conduct for Prevention of Insider Trading

The Company has adopted revised Code of Conduct in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Code lays down guidelines for procedures to be followed and disclosures to be made by insider(s)/designated person(s), while trading in the securities of the Company. The Company has also adopted a Fair Code of Practices and Procedure for Corporate Disclosure, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company. The Code can be accessed at www.tciexpress.in.

Ethics & Whistle Blower Policy/ Vigil Mechanism

The Company is committed since incorporation to conduct its affairs in a fair and transparent manner by adopting highest standards of professionalism and inculcating honesty, integrity, ethical behavior and zero tolerance for bribery and corruption in its business activities.

The Company, in consultation of Audit Committee ensures this vigil mechanism by establishing Ethics & Whistle Blower Policy for its Directors and Employees to report their genuine concerns or grievances and instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. It ensures adequate safeguards against victimization of personnel who avail the mechanism. None of the personnel of the Company has been denied access to the Audit Committee. The Policy can be accessed on the website of the Company at www.tciexpress.in.

Policy for determining material subsidiaries Companies

The Company does not have any subsidiary, therefore, there is no Policy required to be adopted for determining material subsidiaries Companies.

Related Party Transactions

In terms of the provisions of the Companies Act, 2013 read with Rules made thereunder and the Listing Regulations, a detailed report on Related Party Transactions is provided to the Board's Report, which is part of this Annual Report.

Transactions with any person or entity belonging to the Promoter/ Promoter Group which hold(s) ten percent (10%) or more shareholding in the Company

M/s. Bhoruka Express Consolidated Limited, part of Promoter Group of the Company, holds more than ten percent (10%) of paid up share capital of the Company. However, no transaction

has been entered with such entity during the reporting period. There were also no other transactions entered with any entity forming part of the Promoter Group and holding more than ten percent (10%) shareholding of the Company.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. A complete report is provided to the Board's Report, which is part of this Annual Report.

Compliance with Regulations

The Company has complied with all the mandatory requirements of the Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) read with Schedule V of the Listing Regulations, during the year under review.

A certificate from the Practicing Company Secretary, M/s. Sanjeev Bhatia & Associates, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Listing Regulations, is provided herewith and forms an integral part of this report.

Non Mandatory Requirements

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time to time and extract of few provided herewith:

- The auditors' reports on financial statements of the Company are unqualified.
- Internal auditors of the Company, make quarterly presentations to the Audit Committee on their reports.

Non-Compliance by the Company/penalties/strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to the capital markets during last three (3) years

There were no instances of non-compliance by the Company on any matter related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three (3) years.

CEO/ CFO Certification

In compliance with the Listing Regulations, the Managing Director and the Chief Financial Officer have given the compliance certificate. The certificate is provided herewith and forms an integral part of this report.

Certificate from Practicing Company Secretary

The Company has obtained a certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by the SEBI/ Ministry of

Corporate Affairs or any such statutory authority in accordance with the Listing Regulations. The certificate is provided herewith and forms an integral part of this report.

Reconciliation of Share Capital

A qualified Practicing Company Secretary carried out quarterly examination of Secretarial Records to reconcile the total admitted share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirmed that the total issued /paid-up capital was in agreement with the aggregate of total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Dematerialization of Shares and Liquidity

As on March 31, 2020, the status of equity shares in Demat and Physical form is provided hereunder:

Particulars	No. of Shares	% of Share capital
Shares held in Demat form with NSDL	34,663,674	90.37
Shares held in Demat form with CDSL	3,045,805	7.95
Shares held in Physical	645,921	1.68
Total	38,355,400	100.00

Accounting Treatment

While in preparation of financial statements, the treatment that has been prescribed in the Indian Accounting Standards has been followed to represent the facts in the financial statements in a true and fair manner.

Un-modified opinion(s) in Audit Report

There was no audit qualification in the Auditors' Report on Company's financial statements for the year ended March 31, 2020. The Company continues to adopt best practices to ensure a regime unmodified financial statements.

General Body Meetings

Details of last three (3) Annual General Meetings are provided as under:

F.Y ended	Date, Time and Venue		Summary of Special Resolution(s) Passed
Annual General Meetings(AGMs)			
March 31, 2017	August 1, 2017 11:30 A.M.	Saloon II & III, Basement 1, Park Hyatt Hyderabad, Road No.2, Banjara Hills, Hyderabad-500034, Telangana	Approval to pay remuneration to the Managing Director in excess of five percent (5%) of the net profits of the Company.
March 31, 2018	August 1, 2018 12:00 noon	Drawing Room, Basement 1, Park Hyatt Hyderabad, Road No. 2, Banjara Hills, Hyderabad-500034, Telangana	No resolution was proposed as Special.
March 31, 2019	July 30, 2019 10:30 A.M.	Place-1, 2 & 3, Lobby Level, Hyatt Place Hyderabad, Road No.1, Banjara Hills, Opposite to GVK One mall, Hyderabad- 500034, Telangana	No resolution was proposed as Special.

Total fees for all services paid by the listed Company to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part

M/s. R.S. Agarwala & Co., Chartered Accountants, having Firm Registration No. 304045E, have been appointed as the Statutory Auditors of the Company. The total fee paid to the Statutory Auditor for the financial year 2019-20 is given under Note No. 30 of the financial statements.

Details of utilization of funds raised through preferential allotment/right issue or qualified institutional placements

The Company has only one class of shares, i.e. equity shares. Further, no allotment of shares was made through preferential allotment/right issue or qualified institutional placements, as specified under Regulation 32 (7A) of the Listing Regulations, during the period under review.

Outstanding GDR/Warrants and Convertible Notes, conversion date and likely impact on the equity

The Company has not issued any GDRs/ADRs/Warrants or any other Convertible Instruments apart from Stock Options, details of which are given in Board's Report. As on March 31, 2020, the Company does not have any outstanding GDRs/ ADRs/ Warrants or Convertible instruments.

Commodity price risk and commodity hedging activities

The Company does not deal in commodities and hence the disclosure as required under the Listing Regulations is not applicable, however details of foreign currency exposure are provided in the Board's Report and also disclosed in notes to the financial statements.

Credit Ratings

The Company enjoys a good reputation for its sound financial management and its ability to meet financial obligation. During the year under review, CRISIL and ICRA, the reputed rating agencies have re-affirmed the credit rating assigned to the Company as given hereunder:

CRISIL for Long Term Bank Facilities	CRISIL AA-/Stable
ICRA for Commercial Papers	[ICRA] A1+

Extraordinary General Meeting

During the year under review, the Company has not conducted any Extraordinary General Meeting.

Postal Ballot

During the year under review, no resolution has been passed/proposed through Postal Ballot.

Annual General Meeting for the financial year 2019-20

Day and Date	Friday, July 24, 2020
Time	10:30 A.M.
Venue	The Company is conducting AGM through Video Conferencing (VC) /Other Audio Visual Means (OAVM), pursuant to circulars issued by the Ministry of Corporate Affairs ("MCA"), dated May 05, 2020 and as such there is no requirement to have a venue for the AGM.
financial year	2019-20
Book Closure Date	Book Closure date is provided to the notice of AGM.
Dividend Payment Date	Details of dividend paid during the year are disclosed in the Board's Report. The Board of Directors have not recommended any final dividend.

Tentative calendar for the financial year 2020-21

The tentative dates for Board meetings for consideration of quarterly/ half yearly/ year ended financial results are as follows:

For the financial year 2020-21	Results likely to be announced*
Quarter ended June 30, 2020	On or before August 14, 2020
Quarter & Half year ended September 30, 2020	On or before November 14, 2020
Quarter & Nine months ended December 31, 2020	On or before February 14, 2021
Quarter & Year ended March 31, 2021	On or before May 30, 2021

*tentative and subject to change

Means of Communications

Financial Results and Publication	The Company's Quarterly/Half Yearly/ Annual Results are intimated to the Stock Exchanges and also published in prescribed format within forty eight (48) hours of the conclusion of the meeting of Board of Directors in which they are considered, in a national English newspaper and in local language (Telugu) newspaper. The Company's Financial Results and official Press Releases are sent to the Stock Exchanges and displayed on the Company's website at www.tciexpress.in .
NSE Electronic Application Processing System (NEAPS)	The NEAPS is a web-based application designed by NSE for Corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media Releases, among others are filed electronically on NEAPS.
BSE Corporate Compliance & Listing Centre (Listing Centre)	BSE's Listing Centre is a web-based application designed for Corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media Releases, among others are also filed electronically on the Listing Centre.
Website	The Investor Relation section on the Company's website provides information to the shareholders pertaining to Financial Results, Annual Reports, Shareholding Pattern, Schedule of Investor's/ Analyst meet and General Information about the Company etc.
News Release	The official News Releases are sent to the Stock Exchanges and simultaneously displayed on the website of the Company.
Investor Presentations and Investor's/Analyst Meet	The Schedule of Investor's/Analyst Meet and Investor Presentations are sent to the Stock Exchanges and simultaneously displayed on the Company's website.
Annual Report	In view of the continuing Covid-19 pandemic and pursuant to MCA Circulars, electronic copies of the Annual Report for the financial year 2019-20 and Notice of the AGM are sent to all shareholders whose email addresses are registered with the Company.

Listing Information

Listed on	The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)
Stock Code	NSE: TCIEXP and BSE: 540212
Listing and Custodian Fee	Annual Listing and Custodian Fee has been duly paid to the Stock Exchanges and Depositories, respectively
ISIN	INE586V01016
CIN	L62200TG2008PLC061781

Unclaimed dividends/fractional shares' proceeds entitlement

Pursuant to the provisions of the Companies Act, 2013, dividend/fractional entitlements lying un-claimed for a period of seven (7) consecutive years from the date of their transfer to unpaid/un-claimed account, have to be transferred to the Investor Education and Protection Fund (IEPF). The details of un-claimed dividend/fractional entitlement are posted on the website of the Company. The details w.r.t dates of declaration and due date for transfer of un-claimed dividend/fractional entitlement to IEPF are as hereunder:

Year	Fractional/ Dividend	Date of Declaration	Due date for transfer to IEPF
2016-17	Fractional Amount	January 18, 2017	February 24, 2024
2016-17	Interim Dividend	January 31, 2017	March 08, 2024
2016-17	Final Dividend	August 01, 2017	September 06, 2024
2017-18	1 st Interim Dividend	November 01, 2017	December 07, 2024
2017-18	2 nd Interim Dividend	January 31, 2018	March 08, 2025
2017-18	Final Dividend	August 01, 2018	September 06, 2025
2018-19	1 st Interim Dividend	November 03, 2018	December 09, 2025
2018-19	2 nd Interim Dividend	February 11, 2019	March 19, 2026
2019-20	1 st Interim Dividend	November 04, 2019	December 10, 2026
2019-20	2 nd Interim Dividend	January 27, 2020	March 04, 2027
2019-20	3 rd Interim Dividend	March 13, 2020	April 19, 2027

Demat suspense account/unclaimed suspense account

As per Schedule V of the Listing Regulations, the status of unclaimed equity shares lying in demat suspense account is given below.

S.No.	Particulars	No. of Shareholders	No. of Equity Shares
1	Aggregate number of shareholders and outstanding shares in the suspense account lying at beginning of the year*	2,643	3,65,103
2	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	11	2,091
3	Number of shareholders to whom shares were transferred from suspense account during the year	10	1,921
4	Aggregate number of shareholders and the outstanding shares in suspense account lying at the end of the year	2,633	3,63,182

*Shares were transferred to demat suspense account on September 26, 2018.

The voting and beneficial rights of these shares are frozen till the rightful owner of such shares claims the shares.

Distribution of Shareholding and Shareholding Pattern as on March 31, 2020

a. Distribution of Shareholding

S.No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	01-5000	27,346	98.67	8,022,760	10.46
2	5001-10000	186	0.67	1,322,050	1.72
3	10001-20000	75	0.27	1,084,004	1.41
4	20001-30000	31	0.11	7,63,110	0.99

S.No.	Category	No. of Cases	% of Cases	Amount	% of Amount
5	30001-40000	12	0.04	4,10,286	0.53
6	40001-50000	6	0.02	2,63,750	0.34
7	50001-100000	16	0.06	1,094,042	1.43
8	100001 & above	42	0.15	63,750,798	83.11
Total		27,714	100.00	76,710,800	100.00

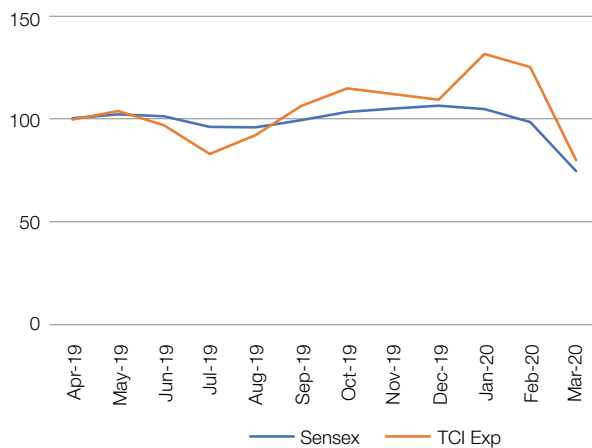
b. Shareholding Pattern

S.No.	Category	No. of Shareholders	No. of Shares held	% of Shares held
A	Promoters and Promoters Group	13	25,663,980	66.91
B	Public Shareholding			
I	Mutual Funds	8	2,565,674	6.69
II	Alternate Investment Fund	4	5,88,085	1.53
III	Foreign Portfolio Investors	30	1,020,657	2.66
IV	Financial Institutions/Banks	6	17,233	0.04
V	Foreign Institutional Investors	1	2,941	0.01
VI	Foreign Nationals	1	575	0.00
VII	Indian Public	25,446	57,25,407	14.93
VIII	NBFC Registered with RBI	-	-	-
IX	Trusts	5	24,950	0.07
X	Non Resident Indians (Repatriable and Non Repatriable)	1,326	14,30,741	3.73
XI	Clearing members	29	15,102	0.04
XII	Body Corporate	398	9,21,120	2.40
XIII	Unclaimed Suspense Account	1	3,63,182	0.95
XIV	Qualified Institutional Buyer	1	15,753	0.04
Total		27,269	3,83,55,400	100.00

Market price data during the financial year 2019-20

Month	NSE		BSE	
	High Price	Low Price	High Price	Low Price
April, 2019	755.00	651.00	750.00	640.00
May, 2019	715.00	589.65	710.70	589.00
June, 2019	706.35	608.05	706.10	607.05
July, 2019	677.80	541.05	671.50	543.35
August, 2019	643.00	531.00	648.00	530.00
September, 2019	738.10	619.10	736.00	620.00
October, 2019	806.85	674.95	807.65	676.50
November, 2019	805.00	737.20	803.00	737.40
December, 2019	826.90	738.05	826.00	736.15
January, 2020	894.00	700.10	894.95	700.00
February, 2020	949.00	799.05	950.45	804.60
March, 2020	888.65	494.00	876.10	491.00

Source: www.bseindia.com and www.nseindia.com

The Company's share movement on BSE Versus Sensex


Source: www.bseindia.com and www.nseindia.com

Plant Location

The Company offers existing range of integrated logistic services through its network of offices spread across. The Company does not have any manufacturing activities.

Address for correspondence

Ms. Priyanka Company Secretary & Compliance Officer TCI Express Limited	M/s. KFin Technologies Private Limited (Formerly known as "Karvy Fintech Private Limited") Registrar & Share Transfer Agent
Corporate Office: TCI House, 69, Institutional Area, Sector 32, Gurugram -122001 (Haryana)	Selenium Building, Tower-B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032
Tel. 0124-2384090-94	Tel. +91 40 6716 2222
E-mail: secretarial@tciexpress.in	E-mail: rajeev.kr@kfintech.com
Website: www.tciexpress.in	Website: www.kfintech.com

Place: New Delhi
Date: May 08, 2020

For and on behalf of the Board
TCI Express Limited

D.P Agarwal
Chairman

DECLARATION PURSUANT TO SCHEDULE V OF THE LISTING REGULATIONS

As provided under regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, all the members of Board and Senior Management of the Company have affirmed Compliance with Code of Conduct as applicable to them for the year ended March 31, 2020.

For **TCI Express Limited**

Place: New Delhi
Date: May 08, 2020

Chander Agarwal
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
TCI Express Limited

I have examined the compliance of the conditions of Corporate Governance by TCI Express Limited ('the Company') for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2020.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Sanjeev Bhatia & Associates**
Company Secretaries

Place: Gurugram
Date: May 05, 2020

Sanjeev Bhatia
Proprietor
C.P. No. 3870

CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of TCI Express Limited ("the Company") to the best of our knowledge and belief certify that:

- I. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and Regulations.
- II. We further state that to the best of our knowledge and belief, no transactions were entered into by the Company during the year, which were fraudulent, illegal or violation of the Company's code of conduct.
- III. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- IV. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal control over financial reporting during the year;
 - b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control systems over financial reporting.

For TCI Express Limited

Date: May 08, 2020

Place:

Chander Agarwal

Managing Director

New Delhi

Mukti Lal

Chief Financial Officer

Gurugram

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to the Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

TCI Express Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TCI Express Limited, having Corporate Identification Number (CIN) L62200TG2008PLC061781 and having registered office at Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S. P. Road Secunderabad, Hyderabad, Telangana-500003 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in, as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Sanjeev Bhatia & Associates**

Company Secretaries

Sanjeev Bhatia

Proprietor

C.P. No. 3870

Place: Gurugram

Date: May 05, 2020

BUSINESS RESPONSIBILITY REPORT

The Securities and Exchange Board of India (SEBI) through its (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated the inclusion of a "Business Responsibility Report" (BRR) as part of the Company's Annual Report for top 1000 listed entities based on market capitalization at the BSE Limited (BSE) and the National Stock Exchange of India Ltd (NSE).

TCI Express Limited ("the Company") being part of the top 1000 listed entities, has developed this Business Responsibility Report, based on the suggested framework of SEBI, covering principles across environment, social governance, and stakeholder relationships. Following is the First Business Responsibility Report of the Company and same can be accessed at the website of the Company at www.tciexpress.in. The initiatives taken by the Company towards social responsibility are given in the prescribed format as under:

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

S.No.	Particulars	Details	
1	Corporate Identity Number (CIN) of the Company	L62200TG2008PLC061781	
2	Name of the Company	TCI Express Limited	
3	Registered address	Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S.P Road, Secunderabad-500003, Telangana	
4	Website	www.tciexpress.in	
5	E-mail id	secretarial@tciexpress.in	
6	Financial Year reported	2019-20	
7	Sector(s) that the Company is engaged in (industrial activity code-wise)*	NIC Code	Service Description
		52241	Cargo handling incidental to land transport
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	52242	Cargo handling incidental to water transport
		52243	Cargo handling incidental to air transport
		Please refer Principle-2, for more details.	
9	Total number of locations where business activity is undertaken by the Company	Please refer Management Discussion and Analysis Section, which forms an integral part of Annual Report and Company's website www.tciexpress.in for complete list of services and locations.	
10	Markets served by the Company Local/State/National/International	The Company solves the challenge of express delivery in India, especially across tier II cities, tier III cities and beyond. The Company's distribution network spans across 40,000 pick-up and delivery locations covering 708 districts of our Country.	

*As per National Industrial Classification- Ministry of Statistics and Programme Implementation.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

(₹ in Crores)

S.No.	Particulars	Details
1	Paid up Capital	7.67
2	Total Turnover	1036.33
3	Total profit after taxes	89.08
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Please refer Annexure-E to the Board's Report, which forms an integral part of Annual Report for the financial year 2019-20.
5	List of activities in which expenditure in 4 above has been incurred	

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company / Companies?

No, as on March 31, 2020, the Company does not have any Subsidiary.

2. Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)?

Not Applicable, since the Company does not have any Subsidiary as on March 31, 2020.

3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]

The other entities with whom the Company does business with viz. suppliers, distributors etc. do not participate in the BR initiatives of the Company.

SECTION D: BR INFORMATION

1. Details of Director responsible for implementation of the BR Policy/Policies

DIN Number : 00818139
Name : Mr. Chander Agarwal
Designation : Managing Director

2. Details of BR Head

DIN Number : 00818139
Name : Mr. Chander Agarwal
Designation : Managing Director
Telephone number : +91-124 - 238-4090
E-mail id : secretarial@tcipress.in

3. Principle-wise (as per NVGs) BR Policy / Policies (Reply in Y/N)

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs, has adopted Nine (9) areas of Business Responsibility. These Nine (9) Principles are supported and mapped by various Policies, Codes and Guidelines of the Company. These briefly are provided herein below:

Principle	Policy covered
"P1" Businesses should conduct and govern themselves with ethics, transparency and accountability.	Ethics and Whistle Blower Policy
"P2" Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	Health, Safety & Environment (HSE) Policy
"P3" Businesses should promote the wellbeing of all employees.	Human Resource Policy
"P4" Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.	Stakeholders' Engagement Policy
"P5" Businesses should respect and promote human rights.	Stakeholders' Engagement Policy
"P6" Business should respect, protect and make efforts to restore the environment.	Health, Safety & Environment (HSE) Policy
"P7" Businesses, when engaged in influencing public and regulatory Policy, should do so in a responsible manner.	Stakeholders' Engagement Policy
"P8" Businesses should support inclusive growth and equitable development.	Corporate Social Responsibility Policy
"P9" Businesses should engage with and provide value to their customers and consumers in a responsible manner.	Stakeholders' Engagement Policy

Details of compliance (Reply in Y/N) are briefed as under:

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have Policy/Policies for:	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the Policy being formulated in consultation with the relevant stakeholders?	Yes, all the Policies are formulated with detailed consultation and benchmarking across industry.								
3	Does the Policy conform to any national /international standards? If yes, specify?	The Policies are in line with applicable laws and national standards, wherever applicable.								
4	Has the Policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes. The Policies have been approved by the Board and duly signed by the appropriate authority.								
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the Policy?	Mr. Chander Agarwal, Managing Director is authorised for implementation of Business Responsibility Policies.								
6	Indicate the link for the Policy to be viewed online?	The Policies which are mandatorily required to be uploaded on the website are available at the website of the Company i.e. https://www.tciexpress.in/tci-express-policies.asp . Internal Policies which pertain to the internal stakeholder of the Company are available on intranet.								

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7	Has the Policy been formally communicated to all relevant internal and external stakeholders?	Yes. All the Policies communicated to internal stakeholders are available on the internal network of the Company. Policies communicated to external stakeholders (wherever applicable) are available on the Company's website.								
8	Does the Company have in house structure to implement the Policy/Policies?	Implementation of the Policies is evaluated as a part of internal governance of the Company.								
9	Does the Company have a grievance redressal mechanism related to the Policy/Policies to address stakeholders' grievances related to the Policy/Policies?	Relevant Policies itself provides mechanism for reporting or any concerns pertaining to such charter.								
10	Has the Company carried out independent audit/evaluation of the working of this Policy by an internal or external agency?	The Policies and practices are subject to Internal Audit and/or review from time to time.								

4. Governance related to BR

- i. **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

At present, frequency for assessment of BR performance of the Company is on annual basis.

- ii. **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company has published its first Business Responsibility Report which forms part of the Annual Report for the financial year 2019-20. The same can be accessed at the website of the Company at www.tciexpress.in.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with ethics, transparency and accountability

- i. **Does the Policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/NGOs /Others?**

This Principle is embodied in the Ethics & Whistle Blower Policy. The Policy applies to the Directors and individuals at all level and grades, including employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees or any other person associated with the Company. The Policy intends to take action against the individual involved in corruption or unethical practices.

- ii. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management? If so, provide details thereof, in about 50 words or so.**

During the financial year 2019-20, no complaints, issues or concerns were received by the Company under Ethics & Whistle Blower Mechanism. Further as far shareholder's/investor's grievances are concerned, no complaint is lying as on March 31, 2020.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

- i. **List up to three (3) of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company is engaged primarily in the following service(s):

- a) Surface Express Service

The Company offers express solutions with its fully containerized fleet of vehicles. It offers customized day definite by road, value added services to meet customer's requirements.

- b) Domestic Air Express Service

The Company provides round the clock services and time sensitive express deliveries by air mode.

- c) International Air Express Service

The Company ensures express deliveries through its dedicated agent network(s).

Please refer Management Discussion and Analysis Section, which forms an integral part of Annual Report and Company's website www.tciexpress.in for complete list of services provided by the Company.

- ii. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**
- iii. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

The Company uses asset light model, leading the logistic services more efficient. It promotes use of Compressed Natural Gas (CNG) for running its vehicles and uses CNG vehicles at greatest level throughout the National Capital Region. The Company ensures that all its vehicles

go through periodic Pollution under Control (PUC) and maintenance checks to maintain minimum pollution levels and that all vehicles are in order of the prescribed norms.

The vehicles that are compliant with low emission norms such as Bharat Stage (Euro) norms i.e. BS III /BS IV models are being encouraged in replace of vehicles more than five (5) years old. Extract of initiatives taken by the Company in respect of energy efficiency and sustainability are explained below:

- Replacement of old vehicles with new standard BS model vehicles;
- Reduction of empty runs for vehicles, increase in capacity utilization of vehicles so that pollution will be limited;
- Deployments of alternative fuel vehicles like CNG, where possible;
- Mandatory and regular checking of pollution certificate for better emission control;
- Training programme for drivers for road safety and better fuel efficiency;
- Reduced the energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities.

iv. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company uses warehouse and vehicles of small entrepreneurs who are mostly owners. The Company promotes small entrepreneurs to work as Business Associate/Vendors. The Company provides regular training to these Business Associates /Vendors to improve their skills and maintain their vehicles efficiently.

v. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

At every Regional and Corporate offices, we have proper mechanism for segregating the organic and inorganic waste. Segregation of waste management permits more efficient processing of waste. All the Sorting Centers have provided and maintained rain harvesting pits and greenery.

The Company has already initiated use of digital consignment note replacing manual consignment note. It has started project of 'digital consignment note' with initial anticipation of beginning by financial year 2020-21 and to accomplished by July 2020. Annually, approximately 5.5 Lakhs paper consignment notes will be prepared digitally, which will amount not only to save money due to lower costs per document, going digital also saves time and environment eventually.

Principle 3: Businesses should promote the wellbeing of all employees

i. Please indicate the total number of employees.

As on March 31, 2020, the strength of permanent employees on roll workforce stands at a total of 2,905.

ii. Please indicate the total number of employees hired on temporary/contractual/casual basis.

As on March 31, 2020, the strength of employees hired on temporary basis stands at a total of 4.

iii. Please indicate the number of permanent women employees.

As on March 31, 2020, the strength of permanent women employees stands at a total of 364.

iv. Please indicate the number of permanent employees with disabilities.

As on March 31, 2020, the strength of permanent employees with disability stands at a total of 1.

v. Do you have an employee association that is recognized by the Management?

The Company does not have any employee union/ association.

vi. What percentage of your permanent employees is members of this recognized employee association?

Not applicable, since there is no employee union/ association recognized by the Management.

vii. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S.No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/ forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

viii. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

The total safety training given to employees is provided as below:

- Permanent Employees: 1,886
- Permanent Women Employees: 44
- Casual/Temporary/Contractual Employees: 0
- Employees with Disabilities: 1

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

- i. **Has the Company mapped its internal and external stakeholders? Yes/No**
- ii. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?**

Yes, the Company has mapped its internal as well as external stakeholders and classified key stakeholders into the different categories such as Employees, Shareholders, Lenders, Governments, and Communities etc. The Company also recognized its stakeholders specially those of disadvantaged, vulnerable, marginalized and weaker section of the society and proactively engage with them.

- iii. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

The Company believes that its business activities have extensive impact on the society in which it operates therefore it is committed to conduct its business in a conscientious manner that builds a sustained optimistic impact on society. Through its societal investments, the Company concentrates on the needs of Indian communities by taking sustainable initiatives in the areas of health, education, sports and community development.

Detail(s) of each program/initiatives taken for society advantage has been elaborated under Annexure-E to the Board's Report as well as in the Management Discussion and Analysis section, which forms an integral part of Annual Report and further elaborated in Principle 8.

Principle: 5 Businesses should respect and promote human rights

- i. **Does the Policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The Company recognized the human rights and believes that it is one's fundamental rights to live with dignity and respect. It governs human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups.

- ii. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?**

No complaint was received pertaining to human rights violation during the financial year 2019-20.

Principle: 6 Business should respect, protect, and make efforts to restore the environment

- i. **Does the Policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

This Principle is embodied in the Health, Safety & Environment (HSE) Policy of the Company. This Policy aims to propagate the Principles of sustainability throughout our value chain as protection of the environment.

- ii. **Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

The Company always strives to adopt and maintain global best practices, though it is engaged into providing the Integrated Logistics Services. The Company endeavors to adopt energy efficient technology and applies them prudently, so that the adverse impact on global environment is minimal.

- iii. **Does the Company identify and assess potential environmental risks? Y/N?**

The Company ascertains time to time potential environmental risk associated with the operations of the Company.

- iv. **Does the Company have any project related to Clean Development Mechanism (CDM)? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

The Company does not have any specific CDM project at present. However, the Company is incessantly committed to invest in renewable sources of energy. As a part of environment sustainability, the Company constantly encourages green initiatives in their day to day operations.

Please refer Principle-2 for detailed information

- v. **Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

The Company is committed to reduce waste, conserve energy and explore opportunities for reuse and recycle. For detailed information, please refer Annexure-F to the Board's Report, which forms an integral part of Annual Report and further elaborated in Principle 2.

- vi. **Are the Emissions/Waste generated by the Company is within the permissible limits given by CPCB/SPCB for the financial year being reported?**

The Company is in compliance with the applicable regulatory requirements in relation to emissions / waste generation, wherever applicable. On precautionary measures, the Company ensures its compliance with all latest regulations such as pollution control, national permit, insurance paper, driving license etc. while sourcing vehicles from vendors.

- vii. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.**

The Company has not received any show cause/ legal notices from CPCB/ SPCB, which are pending as at the end of financial year 2019-20.

Principle: 7 Businesses, when engaged in influencing public and regulatory Policy, should do so in a responsible manner

- i. **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.**

Yes. The Company is a member of Confederation of Indian Industries (CII).

- ii. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others).**

Our leadership has actively participated in industry association time to time for improvement of various economic, social policies and sustainable growth in the value chain. Through membership with industry associations, the Company endeavors to further contribute on specific sustainable business issues.

Principle: 8 Businesses should support inclusive growth and equitable development

- i. **Does the Company have specified programmes/ initiatives/projects in pursuit of the Policy related to Principle 8? If yes details thereof.**

Yes, the Company invariably believes that Corporations are socio-economic citizens and that their objectives have to be congruent with the welfare of the society at large. Through its societal investments, the Company concentrates on the needs of communities residing in the areas from where it operates.

It is the key responsibility of the Company to practice its communal values through its commitment to grow in a socially and environmentally conscientious way, while protecting interests of its stakeholders.

- ii. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?**

The Company undertakes its CSR initiatives through group's social arm "TCI Foundation", duly registered under Indian Trust Act, 1882. The Foundation on behalf of the Company, serves as CSR implementing agency within the ambit of Section 135 and Schedule VII of the Companies Act 2013.

- iii. **Have you done any impact assessment of your initiative?**

All the society development initiatives are being done by the Foundation, in-house team of professionals. The Foundation makes an annual presentation to the CSR Committee/Board of the Company on the efficacy of the programme in terms of delivery of the desired benefits to the beneficiaries.

- iv. **What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

Detail(s) of each program/initiatives taken for society advantage has been elaborated under Annexure-E to the Board's Report, which forms an integral part of Annual Report.

- v. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Most of our programmes are for the development of society. Considering community as the most important stakeholder for CSR projects, the Foundation ensures that our initiatives are successfully adopted by the community at large.

Principle: 9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

- i. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

As regards to consumer cases, thirty two (32) cases are pending at the end of March 31, 2020.

- ii. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)**

Considering the business carried out by the Company, it is not required to display product information on the product label.

- iii. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five (5) years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

There are no cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anticompetitive behaviour.

- iv. **Did your Company carry out any consumer survey/ consumer satisfaction trends?**

Consumer survey is an ongoing process for a Company. In today's digital era, the Company connects with consumers at multiple touch points and keeps track of consumer satisfaction, as the same is of prime importance for carrying on any business.

Independent Auditor's Report

To The Members of TCI Express Limited

Report on the Audit of the Ind AS Financial Statements

OPINION

We have audited the accompanying Ind AS financial statements of TCI Express Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2020, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment testing of investments in Uketoru Co. Ltd, Japan	Our procedures included, but were not limited to the following:
Refer Note 6 to the accompanying financial statements	<ul style="list-style-type: none"> Obtained an understanding of management's process and evaluation design and tested operating effectiveness of controls around identification of indicators of impairment under Ind AS;
As at 31 March 2020, the carrying amount of investment in Uketoru Co. Ltd, Japan is Rs. 91 lakhs (net of impairment loss of Rs 34 lakhs)	<ul style="list-style-type: none"> Assessed the appropriateness of methodology and valuation model used by the valuers to estimate the recoverable value of investment in Uketoru Co. Ltd;
The net worth of Uketoru Co. Ltd, Japan as at 31 March 2020 is fully eroded, as per unaudited accounts. No audited accounts for any years are available. The management has considered that there is possible impairment in the carrying value of the investment. Accordingly, the management has obtained valuation by an independent valuer who has as per discounted free cash flow to Equity has arrived at total fair value/investment value with application of income approach (DCF Method) INR 91,16,000 of 50 shares Investment.	<ul style="list-style-type: none"> Assessed the professional competence of the valuation specialist, who are cost accountants engaged by the management;
Considering the materiality of the amounts involved, the significant management judgement required is being inherently subjective, this matter has been identified as a key audit matter for the current year audit.	<ul style="list-style-type: none"> Based on our procedures, we also considered the adequacy of disclosures in respect of investment in the said Uketoru Co. Ltd, in the notes to the financial statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance

is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may

reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;

- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act;
- f) we have also audited the internal financial controls over financial reporting (IFCOFR) of the Company as on 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report as per Annexure B expressed an unmodified opinion;
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - I. the Company has disclosed the impact of pending litigations on its financial position in the financial statements;
 - II. the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - III. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020;

For R.S. Agarwala & Co.

Chartered Accountants

Firm's Regn No:-304045E

(R.S.Agarwala)

Place: Kolkata

Partner

Date: May 08, 2020

Membership No.005534

Annexure "A" to Independent Auditors' Report of even date to the members of TCI Express Limited, on the Ind AS Financial Statement for the year ended 31st March, 2020.

Referred to in paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

1. a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) We are informed that a test of physical verification of these assets was carried out by the management at reasonable intervals and no material discrepancies were noticed. In our Opinion, the frequency of verification of Fixed Assets is reasonable having regards to the size of the Company and nature of its assets.
- c) Most of the immovable properties as disclosed in the financial statement have been transferred on demerger. Out of the total properties transferred on

demerger twenty (20) numbers of properties have already been transferred in the name of the Company and title deeds of balance twenty-seven (27) immovable properties are in the process of transfer. Properties purchased during the financial year are held in the name of the Company.

2. The Company does not holding any inventory. Accordingly the provisions of Clause 3 (ii) of the order, 2016 are not applicable.
3. The Company has not granted any loans, secured or unsecured, to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of Clause 3 (iii) of the said order are not applicable.

4. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186 of the Companies Act, 2013. Therefore, the provisions of clause 3(iv) of the said order are not applicable.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act in respect of any activities of the Company.
7. (a) According to the information and explanation given to us and records of the Company examined by us, in our opinion the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, custom duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues to the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income-tax or sales tax or service tax or duty of excise or value added tax or cess or Employees' State Insurance as at March 31, 2020 which have not been deposited on account of any dispute are as under:

Nature of the Statute	Nature of the dues	Amount (In Crores)	Period to which amount relates	Forum where dispute is pending
Entry Tax Act	Entry Tax	1.03	2011-12	Various Authorities
Labour Act	Labour Laws	0.02	2017-18	Various Labour Court

8. According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to any financial institutions or bank or Government during the year. The company has not issued any debentures.
9. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments).

The term Loans have been applied for the purposes for which they were obtained.

10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such cases by the management during the course of our audit.
11. The company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
12. The company is not a Nidhi Company.
13. The transactions with related parties are in compliance with the provisions of Section 177 and 188 of the Act. The details of the related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standard.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of Clause 3 (xiv) of the order are not applicable.
15. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of Clause 3 (xv) of the order are not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For R.S. Agarwala & Co.

Chartered Accountants

Firm's Regn No:-304045E

(R.S.Agarwala)

Place: Kolkata

Partner

Date: May 08, 2020

Membership No.005534

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of **TCI Express Limited** on the Ind AS financial statements for the year ended 31st March, 2020

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of TCI Express Limited ("the Company") as of 31st March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the

orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and

procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R.S. Agarwala & Co.

Chartered Accountants

Firm's Regn No:-304045E

(R.S.Agarwala)

Place: Kolkata

Date: May 08, 2020

Partner

Membership No.005534

Balance Sheet

As at 31 March 2020

(₹ in Crores)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	2	181.63	171.57
Right-of-use assets	3	1.62	-
Capital work-in-progress	4	11.10	1.37
Intangible assets	5	2.18	1.50
Financial assets			
Investments	6	0.91	1.25
Loans & advances	11	11.94	10.22
		209.38	185.91
Current assets			
Financial assets			
Investment	7	28.59	-
Trade receivables	8	165.77	163.14
Cash and cash equivalents	9	11.12	16.13
Other bank balances	10	1.48	0.97
Loans & advances	11	9.19	8.51
Current tax assets (net)	12	3.87	1.17
Other current assets	13	2.13	3.14
		222.15	193.07
Total assets		431.53	378.97
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	14	7.67	7.66
Other equity	15	329.60	259.53
		337.27	267.19
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	16	0.12	-
Borrowings	17	1.91	2.30
Deferred tax liabilities (net)	18	4.13	5.50
		6.16	7.80
Current liabilities			
Financial liabilities			
Borrowings	19	0.93	6.38
Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		1.56	2.42
Total outstanding dues of creditors other than micro enterprises and small Enterprises		60.40	69.93
Other financial liabilities	21	12.07	11.09
Other current liabilities	22	8.46	10.04
Provisions	23	4.68	4.12
		88.10	103.98
		94.26	111.78
Total equity and liabilities		431.53	378.97

The accompanying notes form an integral part of the financial statements

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

For R S Agarwala & Co.
Chartered Accountants
Firm Reg No. 304045E

D P Agarwal
Chairman
(New Delhi)*

Chander Agarwal
Managing Director
(New Delhi)*

Murali Krishna Chevuturi
Director
(Hyderabad)*

R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata*
Date: May 08, 2020

Mukti Lal
VP & CFO
(Gurugram)*

Priyanka
Company Secretary
(New Delhi)*

Note: (*)The Board of Directors have approved Financial Statements at its meeting held on May 08, 2020, through video conferencing.

Statement of Profit and Loss

for the year ended 31 March 2020

(₹ in Crores)

Particulars	Note No.	Year ended 31 March 2020	Year ended 31 March 2019
Revenue			
Revenue from operations	24	1,031.96	1,023.79
Other income	25	4.37	3.19
Total income		1,036.33	1,026.98
Expenses			
Operating expenses	26	734.16	753.37
Employee benefits expense	27	101.80	85.86
Finance costs	28	0.90	3.78
Depreciation and amortisation expense	29	7.79	6.53
Other expense	30	74.70	65.57
Total		919.35	915.11
Profit before tax		116.98	111.87
Tax expense (refer note 32)			
Current tax		28.95	37.37
Deferred tax		(1.05)	1.66
		27.90	39.03
Profit for the year		89.08	72.84
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Changes in fair value of equity instrument designated as fair value through OCI		(0.34)	-
Re-measurement of defined benefit liability		(0.97)	(1.32)
Less : tax on above items		0.33	0.46
		(0.98)	(0.86)
Total Comprehensive Income for the year		88.10	71.98
Earning per equity share			
- Basic	31	23.23	19.02
- Diluted		23.19	19.00

The accompanying notes form an integral part of the financial statements

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

For R S Agarwala & Co.
Chartered Accountants
Firm Reg No. 304045E

D P Agarwal
Chairman
(New Delhi)*

Chander Agarwal
Managing Director
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Murali Krishna Chevuturi
Director
(Hyderabad)*

R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata*
Date: May 08, 2020

Mukti Lal
VP & CFO
(Gurugram)*

Priyanka
Company Secretary
(New Delhi)*

Note: (*) The Board of Directors have approved Financial Statements at its meeting held on May 08, 2020, through video conferencing.

Statement of Changes in Equity

for the year ended 31 March 2020

A. Equity Share Capital

(₹ in Crores)

Particulars	Balance as at 1 April 2018	Changes in equity share capital during the year	Balance as at 31 March 2019	Change in equity share capital during the year	Balance as at 31 March 2020
Equity share capital	7.66	0.00	7.66	0.01	7.67

B. Other Equity

(₹ in Crores)

Particulars	Reserve and Surplus					Total
	Retained Earnings	Securities Premium	General Reserve	Share options outstanding account	Other Comprehensive Income Reserve	
Balance as at 1 April 2018	18.27		180.34	0.83	(0.29)	199.15
Profit for the year	72.84		-		-	72.84
Other Comprehensive Income	-		-	-	(0.86)	(0.86)
Total Comprehensive Income for the year	72.84	-	-	-	(0.86)	71.98
Exercise of stock options		0.99				0.99
Issue of equity shares, net off transaction cost				0.80		0.80
Transfer in/out general reserve	(50.00)		50.00	-	-	-
Transaction with owners in their capacity as owners:						
Dividend paid during the year	(11.11)		-	-	-	(11.11)
Tax on dividend paid	(2.28)		-	-	-	(2.28)
Balance as at 31 March 2019	27.72	0.99	230.34	1.63	(1.15)	259.53
Balance as at 1 April 2019	27.72	0.99	230.34	1.63	(1.15)	259.53
Profit for the year	89.08			-	-	89.08
Other Comprehensive Income	-		-		(0.98)	(0.98)
Total Comprehensive Income for the year	89.08	-	-	-	(0.98)	88.10
Exercise of stock options		2.34				2.34
Issue of equity shares, net off transaction cost				0.90		0.90
Transfer in/out general reserve	(60.00)		60.00			-
Transaction with owners in their capacity as owners:						
Dividends paid during the year	(17.64)			-	-	(17.64)
Tax on dividend paid	(3.63)			-	-	(3.63)
Balance as at 31 March 2020	35.53	3.33	290.34	2.53	(2.13)	329.60

The accompanying notes form an integral part of the financial statements

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

For R S Agarwala & Co.
Chartered Accountants
Firm Reg No. 304045E

D P Agarwal
Chairman
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R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata*
Date: May 08, 2020

Mukti Lal
VP & CFO
(Gurugram)*

Priyanka
Company Secretary
(New Delhi)*

Note: (*)The Board of Directors have approved Financial Statements at its meeting held on May 08, 2020, through video conferencing.

Statement of Cash Flow

for the year ended 31 March 2020

(₹ in Crores)

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	116.98	111.87
Adjustments for:		
Depreciation and amortisation	7.79	6.53
Loss on disposal of property, plant and equipment (net)	0.30	0.34
Amortisation of leasehold land	0.05	0.03
Recognised/reversal under expected credit loss model	0.52	(0.54)
Miscellaneous provisions written back	(0.91)	(0.68)
Finance cost	0.90	3.78
Interest/dividend received	(0.65)	(0.01)
	8.00	9.45
Operating profit before working capital changes	124.98	121.32
Changes in operating assets and liabilities:		
Trade receivable	(2.63)	(8.76)
Loans, other financial assets and other assets	0.34	(2.62)
Trade payables	(10.40)	7.68
Other financial liabilities and provisions	0.15	(1.30)
Cash generation from operations	112.44	116.30
Direct taxes paid	(31.66)	(38.76)
Net cash from operating activities (a)	80.78	77.54
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(18.98)	(19.39)
Proceeds on sale of property, plant and equipment	0.16	0.09
Purchase of investments	(28.25)	(1.25)
Long-term advances	(13.08)	(5.06)
Interest received	0.65	0.01
Net cash from investing activities (b)	(59.50)	(25.60)
C. CASH FLOW FROM FINANCING ACTIVITIES*		
Short term borrowings	(5.45)	(31.79)
Proceeds from issuance of share capital	2.34	1.00
Proceeds from term borrowings	0.91	2.02
Repayment of term borrowings	(1.38)	(1.09)
Payment of dividends	(17.64)	(11.11)
Payment of dividend tax	(3.63)	(2.28)
Interest paid	(0.92)	(3.77)
Net cash from financing activities (c)	(25.77)	(47.02)
Net increase in cash and cash equivalents (a+b+c)	(4.50)	4.92
Cash and cash equivalents at 1 April	17.10	12.18
Cash and cash equivalents at 31 March #	12.60	17.10

* Refer note 45 for Net debt reconciliation

Cash and Cash Equivalent at the end of the year include:

Particulars	As at 31 March 2020	As at 31 March 2019
Cash on hand	0.59	1.30
Cheques, draft on hand	10.50	14.81
Bank balance with current account	0.03	0.02
Cash and cash equivalents	11.12	16.13
Other bank balances	1.48	0.97

The accompanying notes form an integral part of the financial statements

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

For R S Agarwala & Co.
Chartered Accountants
Firm Reg No. 304045E

D P Agarwal
Chairman
(New Delhi)*

Chander Agarwal
Managing Director
(New Delhi)*

Murali Krishna Chevuturi
Director
(Hyderabad)*

R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata*
Date: May 08, 2020

Mukti Lal
VP & CFO
(Gurugram)*

Priyanka
Company Secretary
(New Delhi)*

Note: (*)The Board of Directors have approved Financial Statements at its meeting held on May 08, 2020, through video conferencing.

Notes to the Financial Statements

for the year ended 31 March 2020

Summary of Significant Accounting Policies

I) Corporate Information

TCI Express Limited ('TCIEXP' or 'the Company') is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The main objective of the Company is to carry express cargo distribution. The Equity Shares of the Company are listed with National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited.

The registered office of TCI Express Ltd is situated at Flat Nos. 306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S.P Road, Secunderabad- 500003, Telangana and the Corporate Office of the Company is situated at TCI House, 69, Institutional Area, Sector -32, Gurugram-22001, Haryana.

II) Basis of preparation of financial statements

i) Compliance with Ind AS

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs (MCA) pursuant to Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015 as amended and other relevant provisions of the Act. . The Company has consistently applied the accounting policies during the period presented in the financial statements.

These financial statements were approved and adopted by Board of Directors of the Company in their meeting held on May 8, 2020

ii) Historical Cost Convention

The financial statements have been prepared on going concern basis under the historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) ;
- Defined benefit plans – plan assets measured at fair value; and
- Share based payments which are measured at fair value of the options.

iii) Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note v(t) below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

iv) All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated.

v) Significant Accounting Policies

a) Current versus non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. An asset is treated as current when it is:

- Expected to be realised or intended to be sold in normal operating cycle*
- Held primarily for purpose of trading
- Expected to be realised within twelve months after the reporting period, or

Notes to the Financial Statements

for the year ended 31 March 2020

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle*
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

*Operating cycle is the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

b) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognized as interest expense and not included in cost of asset.

Depreciation methods, estimated useful lives and residual value.

Depreciation on property, plant and equipment is provided on the straight line method arrived on the basis of the useful life prescribed under Schedule II of the Companies Act, 2013. The following useful life of assets has been taken by the Company: Management believes that useful life of assets are same as those prescribed in Schedule II to the Act.

Tangible Assets	Useful Life
Building	60 Years
Plant and machinery	15 Years
Furniture and fittings	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computer equipment	3 Years
Leasehold land	Over the period of lease

The residual values are not more than 5% of the original cost of the asset. The assets residual values, useful lives and method of depreciation of are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

Notes to the Financial Statements

for the year ended 31 March 2020

Advance paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advance under other non-current assets and cost of assets not ready to use before such date are disclosed under 'Capital work in progress'

De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of profit and loss when the asset is derecognized.

c) Intangible Assets

Recognition and initial measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Subsequent measurement (depreciation and useful lives)

All finite-lived intangible assets are accounted for using the cost model whereby capitalized costs are amortized on a straight-line basis over their estimated useful lives. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Residual values and useful lives are reviewed at each reporting date and any change in the same is accounted for prospectively. The following useful lives are applied:

Intangible Assets

Software

Useful life (in years)

Amortized over a period of 6 years

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

d) Impairment of non-financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in the statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

e) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

Notes to the Financial Statements

for the year ended 31 March 2020

f) Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

Foreign currencies

Transactions and balances

Initial recognition

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

g) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a Lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Notes to the Financial Statements

for the year ended 31 March 2020

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

h) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

i) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as Goods and Service Tax. Revenue is recognised

either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and are custodian of goods and is also exposed to credit risks.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the Company satisfies a

Notes to the Financial Statements

for the year ended 31 March 2020

performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable in its statement of financial position.

The Company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below:

Sale of services:

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on services such as Goods and service tax.

Rental income:

Income from rent is recognized over the period of the contract on straight line basis. Initial direct cost is expensed off when incurred.

Interest income:

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

For all Financial Assets measured at amortised cost (refer 'j' below), interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Dividends:

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established.

j) Financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit and loss which are measured initially at fair value.

Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

i. **Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

ii. **Equity investments** - All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

Notes to the Financial Statements

for the year ended 31 March 2020

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income (OCI).

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with Ind-AS 109, the company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

Trade receivable

The companies apply the approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables. As a practical expedient, the company use a provision matrix to determine the impairment loss allowance on its portfolio of its trade receivable. The provision matrix is based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis observed default rates over the expected life of the trade receivable. At every reporting date, the historical observed default rate are updated.

Other financial assets

For recognition of impairment loss on other financial asset and risk exposure, the company determine whether there has been a significant increase in the credit risk since initial recognition and if credit risk has been increased significantly, impairment loss is provided.

k) Retirement and other employee benefits

Defined contribution plan

Defined Contribution plan such as provident fund, employee state insurance scheme, labour welfare fund and benevolent fund are charged to the statement of profit and loss as incurred. The Company has no obligation, other than the contribution payable to these funds/schemes. The Company recognizes contribution payable to these funds/schemes as an expense, when an employee renders the related service. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Notes to the Financial Statements

for the year ended 31 March 2020

Defined benefit plans

The Company provides for gratuity, a defined benefit plan covering eligible employees. The gratuity plans provides lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount base on the respective employees base salary and the tenure of employment. The gratuity liability is paid to the gratuity fund set up by the Company (TCI Express Gratuity Fund Trust). A provision for gratuity liability to the employee is made on the basis of actuarial valuation determined using the projected unit credit method. The benefits are discounted using the discount rates for Government Securities at the end of the reporting period that have terms approximating to the terms of the related obligation.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

Other employee benefits

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Other short term benefits

Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

l) Employee stock option plan (Share based payments)

The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

m) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

n) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to the Financial Statements

for the year ended 31 March 2020

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

o) Taxes

Current income tax

Current income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (Minimum alternate tax credit entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

p) Segment reporting

As the Company's main business activity falls within a single primary Business segment viz. "Express Cargo", provisions of Segment Reporting as per Ind AS 108 are not applicable.

q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash/cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

r) Dividend distribution to equity holders

The Company recognizes a liability to make dividend distributions to equity holders when the distribution is authorized and is no longer left to the discretion of the Company. As per the corporate laws in India, a distribution of final dividend is authorized when it is approved by the shareholders; and a distribution of interim dividend is authorized by the board of directors. The amount of dividend so authorized is adjusted directly in other equity.

Notes to the Financial Statements

for the year ended 31 March 2020

s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

t) Significant management judgement in applying accounting policies and estimation uncertainty

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Company's accounting policies and that may have the most significant effect on the amounts recognized in the financial Statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- a. **Allowance for doubtful debts** – The allowance for doubtful debts reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Company's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, there could be a further deterioration in the financial situation of the Company's debtors compared to that already taken into consideration in calculating the allowances recognized in the financial statements.
- b. **Useful lives of depreciable/amortizable assets** – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.
- c. **Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.
- d. **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- e. **Recognition of deferred tax assets** - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.
- f. **Contingent liabilities** – The Company is the subject of legal proceedings and tax issues which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

Notes to the Financial Statements

for the year ended 31 March 2020

2 Property, plant and equipment

(₹ in Crores)

Particulars	Freehold land	Building (A)	Vehicle	Office equipments	Plant & machinery	Furniture & fixture	Computer -hardware	Total
Gross carrying value								
Balance at 1 april 2018	64.10	76.67	5.46	5.10	11.41	7.99	7.35	178.08
Additions	7.93	2.17	2.81	1.16	0.99	1.33	1.64	18.03
Disposals	-	-	0.53	-	1.03	-	-	1.56
Balance at 31 march 2019	72.03	78.84	7.74	6.26	11.37	9.32	8.99	194.55
Additions	7.04	0.14	2.46	2.58	1.94	0.67	3.15	17.98
Disposals	-	-	0.44	-	1.13	-	2.14	3.71
Balance at 31 march 2020	79.07	78.98	9.76	8.84	12.18	9.99	10.00	208.82
Accumulated depreciation								
As at 1 april 2018	-	3.19	1.19	2.20	3.08	3.38	4.82	17.86
Charge for the year	-	1.29	0.86	0.88	1.25	0.67	1.31	6.26
Disposals	-	-	0.33	-	0.80	-	-	1.13
Balance at 31 march 2019	-	4.48	1.72	3.08	3.53	4.05	6.13	22.99
Charge for the year	-	1.34	1.07	1.26	1.49	0.78	1.53	7.47
Disposals	-	-	0.18	-	1.06	-	2.03	3.27
Balance at 31 march 2020	-	5.82	2.61	4.34	3.96	4.83	5.63	27.19
Net block as at 31 march 2019	72.03	74.36	6.02	3.18	7.84	5.27	2.86	171.57
Net block as at 31 march 2020	79.07	73.16	7.15	4.50	8.22	5.16	4.37	181.63

- a. Buildings includes those on leasehold land (cost ₹ 7.55 crores accumulated depreciation ₹ 1.28 crores and written down value ₹ 6.27 crores) as on 31 March 2020, (Cost ₹ 7.55 crores, accumulated depreciation ₹ 1.16 crores and written down value ₹ 6.39 crores) as on 31 March 2019
- b. Pursuant to Scheme of arrangement between Transport Corporation of India Limited (TCIL) and TCI Express Limited (TCIEXPRESS) and their respective shareholders, 47 Properties are required to be transferred in the name of TCIEXPRESS from TCIL. Out of 47 Immovable properties, 20 properties has been transferred in the name of TCIEXPRESS and rest of the immovable properties are in process of transfer. (Refer Note 46)

3 Right of use assets

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Leasehold land	1.62	-
Total	1.62	-

4 Capital work-in-progress

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Capital work-in-progress	11.10	1.37

Notes to the Financial Statements

for the year ended 31 March 2020

5 Intangible assets		(₹ in Crores)
Description	Amount	
Gross carrying value		
As at 1 april 2018		3.34
Additions		0.01
Disposals		-
As at 31 march 2019		3.35
Additions		1.00
Disposals		-
As at 31 march 2020		4.35
Accumulated amortisation		
As at 1 april 2018		1.58
Amortisation		0.27
Disposals		-
As at 31 march 2019		1.85
Amortisation		0.32
Disposals		-
As at 31 march 2020		2.17
Net block as at 31 march 2019		1.50
Net block as at 31 march 2020		2.18

6 Investments		(₹ in Crores)			
Particulars	As at 31 March 2020		As at 31 March 2019		
	Number of shares	Amount	Number of shares	Amount	
Unquoted					
In equity instruments					
-at FVOCI					
Uketoru Co. Ltd	50	0.91	50	1.25	
Total	50	0.91	50	1.25	

Detail of amounts recorded in Other Comprehensive Income:		(₹ in Crores)					
Particulars	As at 31 March 2020			As at 31 March 2019			
	Gross	Tax	Net	Gross	Tax	Net	
Net gain/(loss) on :	0.34	0.09	0.25	0.01	-	0.01	
Equity securities							

7 Investment		(₹ in Crores)	
Particulars		As at 31 March 2020	As at 31 March 2019
Investment in mutual funds			
Unquoted : at fair value through profit and loss		28.59	-
Total		28.59	-

The company has made disclosures relating to Current Investments on the basis of fair value as on 31st March 2020. Please refer Note 34 for further detailing in this regard. The Company is optimistic about realizing the full value as on 31st March 2020, hence has not made any change in the fair value of investments in view of crises of Covid 19.

Notes to the Financial Statements

for the year ended 31 March 2020

8 Trade receivables

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Unsecured		
- Considered good	165.77	163.14
- Considered doubtful	1.70	1.17
	167.46	164.31
Less: Allowances for credit losses	1.70	1.17
Total	165.77	163.14
Includes dues from companies where directors are interested	-	-

The company has made disclosures relating to trade receivables on the basis of carrying value. Please refer Note 36 for further detailing in this regard. The company is optimistic about realizing its debtors hence has not made any change in the values of trade receivable in view of crises of Covid 19 except the values of allowance for expected credit loss which the company has computed based on its own past experiences.

9 Cash and cash equivalents

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Cash on hand	0.59	1.30
Cheques and drafts on hand	10.50	14.81
Balance with banks		
In current accounts	0.03	0.02
Total	11.12	16.13

10 Other bank balances

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Earmarked bank balances		
Unclaimed dividend accounts	1.23	0.70
Fractional shares	0.05	0.05
Margin money deposits	0.20	0.22
Total	1.48	0.97

Refer note 34 on Financial instruments for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses

11 Loans & advances

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Non current		
Prepaid expenses	-	1.06
Capital advances	11.94	9.16
	11.94	10.22
Current		
Unsecured, considered good, unless otherwise stated (carried at amortised cost)		
Security deposits		
- with related parties	2.21	2.01
- with customers	0.44	0.50
- with others	6.28	5.76
Loans to employees	0.26	0.24
Total	9.19	8.51

Notes to the Financial Statements

for the year ended 31 March 2020

The company has made disclosures relating to loans and advances on the basis of carrying value as on 31st March 2020. Please refer Note 34 for further detailing in this regard.

12 Current tax assets(liabilities)

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Advance tax (net of provision)	3.87	1.17
Total	3.87	1.17

13 Other current assets

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Prepaid expenses	0.97	0.61
Input tax credit receivable	0.00	0.08
Deferred expense (POCM)	0.89	1.25
Operational advances		
- considered good	0.26	1.20
- considered doubtful	0.87	0.19
Less: Provision for doubtful advances & deposits	(0.87)	(0.19)
Total	2.13	3.14

14 Equity share capital

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
(a) Authorised :		
,00,00,000 equity shares of ₹ 2 each (March 31, 2019 : 5,00,00,000 equity shares of ₹ 2 each)	10.00	10.00
Issued, subscribed & paid up :		
38,355,400 equity shares of ₹ 2 each (March 31, 2019 : 38,310,625 equity shares of ₹ 2 each)	7.67	7.66
Total	7.67	7.66

(b) Reconciliation of number of shares

(₹ in Crores)

Particulars	As at 31 March 2020		As at 31 March 2019	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	3,83,10,625	7.66	3,82,88,725	7.66
Add: Alloted under Employee Stock Option Scheme	44,775	0.01	21,900	0.00
Equity shares at the end of the year :	3,83,55,400	7.67	3,83,10,625	7.66

Notes to the Financial Statements

for the year ended 31 March 2020

(c) Rights/preferences/restrictions attached to equity shares

The Company has only one class of equity share having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by Board of Directors is subject to the approval of the shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts in proportion of their shareholding.

As on March 31, 2020, 363182 equity shares were lying in demat suspense account of the company. Dividend on these shares was transferred into bank account linked with demat suspense account. The voting and beneficial rights of these shares are frozen till the rightful owner of such shares claims such unclaimed shares.

(d) Details of shareholders holding more than 5% shares in the company

(₹ in Crores)

Particulars	As at 31 March 2020		As at 31 March 2019	
	No of shares	% holding	No of shares	% holding
Bhoruka Express Consolidated Limited	1,70,50,033	44.45%	-	-
Bhoruka Finance Corporation of India Limited	-	-	79,52,339	20.76%
Bhoruka International (P) Limited	-	-	52,94,102	13.82%
D P Agarwal representing TCI Trading	24,87,497	6.49%	24,87,497	6.49%
TCI India Limited	-	-	20,22,782	5.28%
	1,95,37,530	50.94%	1,77,56,720	46.35%

(e) Share reserved under Employee Stock Option Plan

The Shareholders in their meeting held on November 1, 2016 have approved the resolution to create, grant, issue and offer 9,57,216 options representing 2.5% of the paid up share capital as on date of shareholders approval in form of options, in one or more tranches under ESOP Scheme 2016.

During the year, in respect of option granted under the Employees Stock Option Scheme 2016 and in accordance with the guidelines issued by Securities and Exchange Board of India the accounting value of option (based on fair value of share on the date of grant of option minus option price) is accounted as a deferred employee compensation, which is amortised on straight line basis over the vesting period. Amortisation of deferred employee compensation as detailed below:

March 31, 2020: ₹ 2.16 crores March 31, 2019 ₹ 1.30 crores

(f) In the period of five years immediately preceeding March 31 2020 :

As per the Scheme of Arrangement, 3,80,36,800 equity shares issued to shareholders of Transport Corporation of India Limited on August 31, 2016.

251,925 shares allotted to erstwhile employees of Transport Corporation of India Limited against Employees Stock Option exercised by them during the financial year 2016-17.

21900 equity shares allotted to eligible employees during the financial year 2018-19

During the year, the Company has allotted 44,775 equity shares to the eligible employees pursuant to ESOP-2016

Notes to the Financial Statements

for the year ended 31 March 2020

15 Other equity

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Retained earnings		
Opening balance	27.72	18.27
Add: net profit for the current year	89.08	72.84
Less: dividends	(17.64)	(11.11)
Less: tax on dividends	(3.63)	(2.28)
Profit available for appropriation	95.53	77.72
Transferred to general reserve	(60.00)	(50.00)
Closing balance	35.53	27.72
(ii) Securities premium		
Opening balance	0.99	-
Change during the year	2.34	0.99
	3.33	0.99
(iii) General reserve		
Opening balance	230.34	180.34
Change during the year	60.00	50.00
	290.34	230.34
(iv) Other reserves:		
Share options outstanding account		
Opening balance	1.63	0.83
Add : created against stock options during the year	2.16	1.31
Less : exercise of stock option	1.26	0.51
	2.53	1.63
(v) Other Comprehensive Income Reserve		
Opening balance	(1.15)	(0.29)
Changes during the year	(0.98)	(0.86)
FVTOCI equity instruments	(0.25)	-
Re-measurement of defined benefit liability	(0.73)	(0.86)
	(2.13)	(1.15)
Total other equity	329.60	259.53

16 Lease liabilities

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Lease obligations	0.12	0
Total	0.12	0

The company has made disclosures relating to recognition of leases. Please refer Note 39 for necessary disclosures.

17 Borrowings

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Secured		
Term loans		
From banks	2.98	3.46
Current maturities of long term borrowings (refer Note 21)	(1.07)	(1.16)
Total	1.91	2.30

Notes to the Financial Statements

for the year ended 31 March 2020

Other information pertaining to nature of security and terms of repayment

(₹ in Crores)

Particulars of nature of security	Type of loan	Terms of repayment	As at 31 March 2020	As at 31 March 2019
Term loans from bank :	Vehicle loan	Repayable in 36 monthly instalments at an average rate of 8.70%	0.33	0.80
Vehicle loans secured by respective vehicles		Repayable in 48 monthly instalments at an average rate of 9.16%	1.02	0.56
		Repayable in 60 monthly instalments at an average rate of 8.47%	1.63	2.10

18 Deferred tax liabilities (net)

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred tax (assets)/ liabilities arising on account of		
Property, plant and equipment- depreciation	5.36	6.06
Receivables, financial assets and liabilities at amortised cost	(0.30)	0.18
Provision for employee and other liabilities deductible on actual payments	(0.93)	(0.75)
Deferred tax liabilities (net)	4.13	5.49

Movement in deferred tax liabilities (net) in F Y 2018-19

(₹ in Crores)

Particulars	As at 01 April 2018	Recognised in statement of profit and loss	Recognised in Other Comprehensive Income	As at 31 March 2019
Deferred tax (assets)/liabilities in relation to :				
Property, plant and equipment	2.91	3.15	-	6.06
Receivables, financial assets and liabilities at amortised cost	0.54	(0.36)	-	0.18
Provision for employee and other liabilities deductible on actual payments	(0.10)	(1.12)	0.46	(0.75)
Net deferred assets/liabilities	3.35	1.67	0.46	5.49

Movement in deferred tax liabilities (net) in F Y 2019-20

(₹ in Crores)

Particulars	As at 01 April 2019	Recognised in statement of profit and loss	Recognised in Other Comprehensive Income	As at 31 March 2020
Deferred tax (assets)/liabilities in relation to :				
Property, plant and equipment - depreciation	6.06	(0.70)	-	5.36
Receivables, financial assets and liabilities at amortised cost	0.18	(0.48)	-	(0.30)
Provision for employee and other liabilities deductible on payments	(0.75)	(0.51)	0.33	(0.93)
Net deferred assets/liabilities	5.49	(1.69)	0.33	4.13

Deferred tax assets and deferred tax liabilities have been offset wherever the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relates to income taxes levied by the same taxation authority

19 Borrowings

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Secured		
Working capital loans		
From banks (a)	0.93	6.38
	0.93	6.38

Notes to the Financial Statements

for the year ended 31 March 2020

(a) Security details

Particulars of nature of security :

Working capital loans are secured by hypothecation of entire current assets, book debts as primary security alongwith equitable mortgage of certain land and building as collateral at Kakati, Distt Belgaum, Karnataka, Sanjay Gandhi Transport Nagar New Delhi, Transport nagar Lucknow, Kasaba Hubli, Mysore, Transport Nagar, Allahabad

20 Trade payables

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Total outstanding dues to MSME	1.56	2.42
Others	60.40	69.93
	61.96	69.93

Refer Note 36 for information about liquidity risk and market risk of trade payables.

Note : dues to micro and small enterprises

Company has certain dues to suppliers registered under Micro , Medium and small Enterprises Development Act. 2006 (MSMED ACT). The disclosures pursuant to the said MSMED Act are as follows :

Particulars	As at 31 March 2020	As at 31 March 2019
The principal amount remaining unpaid to any supplier at the end of the year	1.56	2.42
Interest due remaining unpaid to any supplier at the end of the year	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with amount of the payment made to the supplier beyond the appointed day during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, untill such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro , Small and Medium Enterprises development Act, 2006 " is based on the information available with company regarding the status of registration of such vendors under the said act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Notes to the Financial Statements

for the year ended 31 March 2020

21 Other current financial liabilities

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Current maturities of long term borrowings from banks (refer Note 17)	1.07	1.16
Interest accrued but not due on borrowings	0.02	0.02
Unclaimed dividends	1.23	0.70
Fractional shares entitlements payable	0.05	0.05
Trade / security deposits	1.54	1.44
Retention monies	1.88	2.03
Creditors against capital assets	1.14	1.14
Employee related payables	5.15	4.57
	12.07	11.09

Note There are no amounts due for payment to the Investor Education and Protection Fund under section 125 of the Companies Act, 2013 as at the year end.

22 Other current liabilities

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Statutory remittances	6.88	8.37
Deferred income (POCM)	1.58	1.67
	8.46	10.05

23 Provisions

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
Provision for gratuity	2.49	2.26
Provision for leave encashment	2.19	1.86
	4.68	4.12

24 Revenue from operations

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Operating revenue		
Freight, demurrage and miscellaneous charges	1,031.96	1,023.79
	1,031.96	1,023.79

25 Other income

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Interest	0.01	0.01
Unspent liabilities/excess provisions written back	0.86	0.68
Income on investment	0.23	-
Rent	2.59	2.49
Dividend income	0.63	-
Written back of w/o balances	0.05	-
	4.37	3.19

Notes to the Financial Statements

for the year ended 31 March 2020

26 Operating expenses

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Freight	675.29	693.35
GPS communication charges	1.12	0.64
Crane operating expenses	1.87	1.75
Payments to labour boards	11.98	11.65
Air freight	34.44	36.42
Ship freight	1.16	1.20
Rail freight	0.27	0.74
Other transportation expenses	7.46	7.41
Claims for loss & damages (net)	0.57	0.21
	734.16	753.38

27 Employee benefit expenses

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Salaries, wages & bonus	84.28	71.36
Contribution to provident & other funds	6.15	4.64
Contribution to employees' state insurance	1.25	1.55
Expenses on employees stock option scheme	2.16	1.31
Staff welfare & development expenses	7.96	7.00
	101.80	85.86

28 Finance costs

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Interest expenses	0.38	3.32
Bank charges	0.52	0.46
	0.90	3.78

29 Depreciation & amortization

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Depreciation on property, plant and equipment	7.47	6.26
Amortization of intangible assets	0.32	0.27
	7.79	6.53

Notes to the Financial Statements

for the year ended 31 March 2020

30 Other expenses

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Rent	31.30	26.73
Rates and taxes	0.36	0.38
Insurance	0.39	0.22
Telephone expenses	0.78	0.75
Printing and stationery	3.22	1.66
Travelling expenses	9.78	9.63
Legal expenses	0.06	0.04
Postage and courier	0.16	0.35
Electricity expenses	3.19	2.68
Advertisement expenses	1.38	1.43
Office maintenance & security expenses	6.60	6.51
E mail/I. Net expenses	1.81	1.62
Consultancy expenses	1.35	1.25
Conference & seminar expenses	1.86	1.36
Commission & fees to directors	0.45	0.34
Remuneration to auditors :		
Audit fees	0.06	0.06
Tax audit fees	0.04	0.04
Bad debts and irrecoverable balances written off	1.54	0.57
Charity & donations	0.32	1.09
CSR	1.75	1.00
Loss on sale of assets (net)	0.30	0.34
Miscellaneous expenses	4.75	3.26
Repair & maintenance :		
Motor cars	1.73	1.49
Plant & equipment	0.32	0.23
Computers	0.51	0.91
Buildings	0.69	1.63
	74.70	65.57

Corporate social responsibility

As per section 135 of the Companies Act 2013, a Corporate Social Responsibility Committee has been formed by the company. The funds were primarily allocated to a corpus and utilized through the year on the activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Amount required to be spent as per section 135 of the Companies Act, 2013	1.72	0.97
Contribution made during the year	1.75	1.00

Notes to the Financial Statements

for the year ended 31 March 2020

31 Earnings per share has been arrived at as under :

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Profit/(loss) attributable to shareholders	89.08	72.84
Weighted average number of equity shares used for computing earnings per share for basic: EPS	3,83,44,206	3,83,05,150
Weighted average number of equity shares used for computing earnings per share for diluted: EPS	3,84,18,816	3,83,58,416
Nominal value per share	2.00	2.00
Earnings per equity share		
Basic	23.23	19.02
Diluted	23.19	19.00

32 Income Tax

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
The income tax expense consists of the following :		
Current tax expense for the current year	28.95	37.37
Deferred tax expense/(benefit)	(1.05)	1.66
Total income tax	27.90	39.03

The reconciliation of the estimated tax expense at statutory income tax rate to income tax expense reported in the statement of profit and loss is as follows:

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Profit before income taxes	116.98	111.87
At India's statutory income tax rate (31 March 2020: 25.17%, 31 March 2019: 34.944%)	29.44	39.09
Adjustments in respect of current income tax		
Permanent disallowances	0.26	0.42
Others	(1.80)	(0.48)
Total income tax expense	27.90	39.03

33 Contingencies and commitments

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
(A) Contingent liabilities		
I Trade tax/ octroi/ duty and other demands under dispute	3.89	4.14
II Guarantees and counter guarantees outstanding	1.75	2.00
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for net of advance on tangible assets.	48.01	3.49

34 Financial instruments

A. Fair values hierarchy

The different levels of fair value have been defined below:

The fair value of financial instruments has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

Notes to the Financial Statements

for the year ended 31 March 2020

The categories used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor they are based on available market data.

Financial assets and liabilities which are measured at amortised cost

The carrying amounts and fair values of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2020	As at 31 March 2019
Financial assets			
(i) Trade receivables	8	165.77	163.14
(ii) Cash and cash equivalents	9	11.12	16.13
(iii) Other bank balances	10	1.48	0.97
(iv) Loans and advances	11	9.19	9.76
Total financial assets		187.56	189.99
Financial liabilities			
(i) Borrowings	17 & 19	2.84	8.68
(ii) Trade payables	20	61.96	69.93
(iii) Other financial liabilities	21	12.07	11.09
Total financial liabilities		76.87	89.70

(i) The management assessed that fair values of cash and cash equivalents, trade receivables, other receivables, short term borrowings, trade payables and other current financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(ii) The fair values of loans, security deposits, borrowings and other financial assets and liabilities are considered to be the same as their carrying values, as there is an immaterial change in the lending rates.

Financial assets and liabilities measured at fair value - recurring fair value measurements

(₹ in Crores)

As at 31 March 2020	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at				
Fair value through other comprehensive income	-	-	0.91	0.91
Fair value through profit and loss	28.59	-	-	28.59
Total	28.59	-	0.91	29.50

a. Valuation process and technique used to determine fair value

(i) In order to arrive at the fair value of unquoted investments, the Company obtains independent valuations. The techniques used by the valuer are as follows:

- Asset approach - Net assets value method
- Income approach - Discounted cash flows ("DCF") method
- Market approach - Enterprise value/sales multiple method

b. Significant unobservable inputs used in Level 3 fair values and sensitivity of the closing values as at end of reporting period to such inputs is as below :

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for the year ended 31 March 2020

Unquoted equity shares

(₹ in Crores)

Description	As at 31 March 2020	As at 31 March 2019
Impact on fair value if change in earnings growth rate		
- Impact due to increase of 0.50 %	0.00	0.01
- Impact due to decrease of 0.50 %	(0.00)	(0.01)
Impact on fair value if change in risk adjusted discount rate		
- Impact due to increase of 0.50 %	0.00	0.01
- Impact due to decrease of 0.50 %	(0.00)	(0.01)

c. The following table presents the changes in level 3 items for the periods ended 31 March 2020 and 31 March 2019:

Description	Unquoted equity shares
As at 31 March 2019	0.01
Loss recognised in Other Comprehensive Income	0.34
As at 31 March 2020	0.35

35 Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- Identify the contract(s) with customer;
- Identify separate performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations; and
- Recognise revenue when a performance obligation is satisfied.

The standard is applied only to contracts that are not completed as at 31 March 2020.

Significant changes in contract assets and liabilities

Changes in balance of contract liabilities during the year:

Description	31 March 2020
Opening balance of contract liabilities	1.67
Less: Amount of revenue recognised against opening contract liabilities	(1.67)
Add: Addition in balance of contract liabilities for current year	1.57
Closing balance of contract liabilities	1.57

There has been no significant changes in contract assets/liabilities during the year.

Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of below:

Revenue	Amount
Revenue from contract with customer	
Domestic	1,031.96
Other revenue	
Domestic	-

Notes to the Financial Statements

for the year ended 31 March 2020

Revenue by time	Total
Revenue recognised over time	1,031.96
Revenue recognised at point in time	-
	1,031.96

Assets and liabilities related to contracts with customers		(₹ in Crores)
Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Contract assets related to sale of service	-	-
Contract liabilities related to sale of service		
Deferred income liability	1.57	1.67
Trade Receivable	165.77	163.14

Performance obligation of the Company

In case of freight service there is only one performance obligation of the Company i.e. to carry express cargo distribution. The Company recognizes revenue over time during which the services are being delivered.

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

36 Risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

The Company's risk management is carried out by a central team at the Corporate Office comprising of chief financial officer, credit controller and other members of the finance/credit control function under policies approved by the Board of Directors. All receipts and payments are maintained at centralised bank account, thus resulting in mitigating the credit risk and liquidity risk.

Credit risk management

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A : No risk

B: Low credit risk

C: Moderate credit risk

D: High credit risk

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on past credit loss experience with customers and considering differences between current and historical economic conditions.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company or debtor declaring bankruptcy or customer closing down the business. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in statement of profit and loss.

Financial Assets that exposes the entity to credit risk:

Notes to the Financial Statements

for the year ended 31 March 2020

Credit rating	Particulars	As at 31 March 2020	As at 31 March 2019
A: No risk	Cash and cash equivalents	11.12	16.13
	Other bank balances	1.48	0.97
	Investment	88.59	-
B: Low credit risk on financial reporting date	Loans & advances	21.13	18.73
	Trade receivables	165.42	162.64
C: Moderate credit risk	Trade receivables	0.35	0.50

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through IT driven internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts and stipulated days. Moreover, given the diverse nature of the Company's businesses trade receivables are spread over a number of customers with no significant concentration of credit risk. No single customer accounted for 3% or more of the trade receivables in any of the years presented. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become one year past due

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously

Financial assets are considered to be of good quality and there is no significant increase in credit risk

Credit risk exposure

Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets –

As at 31 March 2020				(₹ in Crores)
Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision	
Trade receivables	167.46	(1.70)	165.77	

As at 31 March 2019				(₹ in Crores)
Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision	
Trade receivables	164.31	(1.17)	163.15	

Movement in provisions of doubtful debts

Particulars	Amount	(₹ in Crores)
Loss allowance on 31 March 2019	1.17	
Impairment loss recognised/reversed during the year	0.87	
Amounts written off	(0.34)	
Loss allowance on 31 March 2020	1.70	

Notes to the Financial Statements

for the year ended 31 March 2020

Expected credit loss for trade receivables under simplified approach :

As at 31 March 2020

(₹ in Crores)

Ageing	Not Due (0-30)	31-60 days past due	61-90 days past due	91-180 days past due	More than 180 days past due	Total
Gross carrying amount	43.80	61.38	34.87	22.88	4.53	167.46
Expected loss rate		0.39%	0.39%	2.01%	19.20%	
Expected credit loss (Loss allowance provision)	-	(0.24)	(0.13)	(0.46)	(0.87)	(1.70)
Carrying amount of trade receivables (net of impairment)	43.80	61.14	34.74	22.42	3.66	165.77

Movement of doubtful advances

(₹ in Crores)

Particulars	Amount
As on 31 March 2019	0.19
Expected loss recognised/reversed during the year	0.68
As on 31 March 2020	0.87

B. LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period: (₹ in Crores)

Floating Rate	As at 31 March 2020	As at 31 March 2019
Expiring within one year (cash credit and other facilities- Fixed rate)	39.21	53.63
Expiring beyond one year (bank loans - Floating rate)	-	-
	39.21	53.63

(ii) Contractual Maturities of financial liabilities

The tables below analyse the financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at 31 March 2020

(₹ in Crores)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Borrowings (including interest accrued but not due)	0.93				0.93
Term loan	0.92	0.81	0.59	0.08	2.40
Trade payables	61.96				61.96
Other financial liabilities	12.07				12.07
Total	75.88	0.81	0.59	0.08	77.36

Notes to the Financial Statements

for the year ended 31 March 2020

31 March 2019					(₹ in Crores)
Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Borrowings (including interest accrued but not due)	6.38				6.38
Term loan	1.25	0.92	1.32	0.16	3.65
Trade payables	72.35				72.35
Other financial liabilities	11.09				11.09
Total	91.07	0.92	1.32	0.16	93.47

C. MARKET RISK

a) Interest rate risk

i) Liabilities

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Company's policy is to minimise interest rate cash flow risk exposures on long-term and short term financing. At March 31, 2020, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate borrowing	0.93	6.38
Fixed rate borrowings	2.98	3.46
Total borrowings	3.91	9.84
Amount disclosed under other current financial liabilities	(1.07)	(1.16)
Amount disclosed under borrowings	2.84	8.68

Sensitivity

The following table illustrates the sensitivity of profit and equity to a possible change in interest rates of +/- 1% (31 March 2020: +/- 1%; 31 March 2019). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Interest sensitivity		
Interest rates – increase by 100 basis points (100 bps)	(0.01)	(0.04)
Interest rates – decrease by 100 basis points (100 bps)	0.01	0.04

* Holding all other variables constant

Notes to the Financial Statements

for the year ended 31 March 2020

37 Capital risk management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while keeping very low leverage by putting a cap on capital expenditure within the limit of internal accruals. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, reduction in capital expenditure or issue new shares.

a) Debt-equity ratio		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Borrowings	3.91	9.83	
Net debt	3.91	9.83	
Total equity	337.27	267.19	
Net debt to equity ratio (in times)	0.01	0.03	

b) Dividends		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
i) Interim dividend			
For the year ended 31 March 2020 ₹ 4 per share and for the year ended 31 March 2019 ₹ 2.40 per share (excluding tax)	15.34	9.19	
(ii) Final dividend			
For the year ended 31 March 2020 of ₹ 0.60 per share and for the year ended 31 March 2019 of ₹ 0.50 per share (excluding tax)	2.30	1.92	

38 Employee benefit obligations

1) Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The weighted average duration of the defined benefit obligation as at 31 March 2020 is 13 years (31 March 2019: 12 years)

The amounts recognised in the Statement of Financial Position and the movements in the net defined benefit obligation over the year are as follows:

a. Reconciliation of present value of Defined Benefit Obligation and the fair value of plan assets		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Present value obligation as at the end of the year	13.39	10.70	
Fair value of plan assets as at the end of the year	10.90	8.45	
Net (liability)/ asset recognised in Balance Sheet	(2.49)	(2.25)	

Notes to the Financial Statements

for the year ended 31 March 2020

b. Changes in defined benefit obligation		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Present value obligation as at the start of the year	10.70	8.46	
Interest cost	0.83	0.65	
Service cost	1.35	0.96	
Benefits paid	(0.87)	(0.76)	
Actuarial loss/(gain) on obligations	1.38	1.40	
Present value obligation as at the end of the year	13.39	10.70	
c. Amount recognized in the statement of profit and loss		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Service cost	1.35	0.80	
Net Interest cost	0.17	0.13	
Amount recognised in the statement of profit and loss	1.52	0.93	
d. Change in the fair value of plan asset :		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Fair value of plan assets as at the start of the year	8.45	6.75	
Return on plan assets	1.06	0.60	
Contribution	2.26	1.86	
Benefits paid	(0.87)	(0.76)	
Fair value of plan assets as at the end of the year	10.90	8.45	
e Other Comprehensive Income		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Actuarial gain/(loss) on liabilities	(1.38)	(1.40)	
Actuarial gain/(loss) on assets	0.41	0.07	
Unrecognised actuarial gain/(loss) at the end of the year	(0.97)	(1.33)	
f Actuarial assumption		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Discount rate	6.80%	7.70% p.a	
Future salary increase	5.50% p.a	6.50% p.a	
The discount rate indicated above reflects the estimated and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date			
g Demographic assumption		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
Retirement age (Years)	58	58	
Mortality rates inclusive of provision for disability	100% of IALM (2006-08) ultimate		
Ages	Withdrawal Rate(%)		
Up to 30 years	4.00%	4.00%	
From 31 to 40 years	3.00%	3.00%	
From 41 to 50 years	3.00%	3.00%	
Above 50 years	3.00%	3.00%	

Notes to the Financial Statements

for the year ended 31 March 2020

h Sensitivity analysis for gratuity liability		(₹ in Crores)	
Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019	
Impact of the change in discount rate			
Present value of obligation at the end of the year	13.39	10.70	
a) Impact due to increase of 1.00%	(1.39)	(1.10)	
b) Impact due to decrease of 1.00%	1.67	1.34	
i Sensitivity analysis for gratuity liability		(₹ in Crores)	
Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019	
Impact of the change in salary increase			
Present value of obligation at the end of the year	13.39	10.70	
a) Impact due to increase of 1.00%	1.62	1.30	
b) Impact due to decrease of 1.00%	(1.37)	(1.09)	
j Sensitivity analysis for gratuity liability		(₹ in Crores)	
Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019	
Impact of the change in attrition rate			
Present value of obligation at the end of the year	13.39	10.70	
a) Impact due to increase of 1.00%	0.19	0.13	
b) Impact due to decrease of 1.00%	(0.22)	(0.15)	
k Maturity profile of defined benefit obligation		(₹ in Crores)	
Particulars	As at 31 March 2020	As at 31 March 2019	
April 2019 to March 2020		1.24	
April 2020 to March 2021	0.80	0.41	
April 2021 to March 2022	0.50	1.22	
April 2022 to March 2023	1.40	0.48	
April 2023 to March 2024	0.59	0.63	
April 2022 to March 2029	0.74	29.86	
April 2029 onwards	31.56		

Defined contribution plans

The Company make contribution to state governed provident fund scheme, employee state insurance scheme and labour welfare fund scheme are considered as defined contribution plans. The contribution under the schemes is recognised as an expense in the Statement of Profit and Loss, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds

2) Leave obligations

The leave obligations cover the Company liability for earned leaves. Since the Company does not have an unconditional right to defer settlement for any of these obligations. However based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months, therefore based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months. (₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Current leave obligations expected to be settled within the next 12 months	0.11	0.34
Non-current leave obligations expected to be settled in future	2.08	1.50

Notes to the Financial Statements

for the year ended 31 March 2020

Movement in the liability recognised in the Balance Sheet is as under:

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of defined benefit obligation as at the start of the year	1.86	1.39
Current service cost	0.41	0.30
Interest cost	0.14	0.17
Benefits paid	0.22	-
Present value of defined benefit obligation as at the end of the year	2.19	1.86

Amount recognised in the Statement of Profit and Loss is as under:

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Current service cost	0.41	0.30
Interest cost	0.14	0.11
Amount recognized in the Statement of Profit and Loss	0.62	0.47

Financial assumptions

(₹ in Crores)

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate (per annum)	6.80%	7.70%
Salary growth rate (per annum)	5.50%	6.50%

39 Leases

Company has adopted Ind AS 116 'Leases' with the date of initial application being 1 April 2019. Ind AS 116 replaces Ind AS 17 'Leases' and related interpretation and guidance. The company has applied Ind AS 116 using the modified retrospective approach. Right of use assets at 1 April 2019 for leases previously classified as operating leases were recognised and measured at an amount equal to lease liability (adjusted for any related prepayments/accruals). Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our annual report for year ended March 31, 2019. The Company has discounted lease payments using the incremental borrowing rate as at 1 April 2019 for measuring lease liability.

Accordingly, on transition to Ind AS 116, company recognised right-of-use assets and lease liability amounting to Rs 12.31 lakhs.

The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share.

The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed in annual financial statements forming part of 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

Following are the changes in the carrying value of Right of Use assets for the year ended 31 March 2020

(₹ in Crores)

Particulars	Amount
Balance as at 1 April 2019	1.09
Reclassified on account of adoption of Ind AS 116	0.12
Addition	0.45
Deletion	(0.05)
Depreciation	0.00
Balance as at 31 March 2020	1.62

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss

Notes to the Financial Statements

for the year ended 31 March 2020

The following is the break-up of current and non-current lease liabilities as at March 31, 2020 (₹ in Crores)

Particulars	Balance as at 31 March 2020
Current lease liabilities	0.00
Non current lease liabilities	0.12
Balance as at 31 March 2020	0.12

The following is the movement in lease liabilities during the year ended March 31, 2020: (₹ in Crores)

Particulars	Amount
Balance as at 1 April 2019	0.12
Addition	0.00
Finance cost accrued during the year	0.01
Deletion	0.00
Payment of lease liabilities	(0.01)
Balance as at 31 March 2020	0.12

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis: (₹ in Crores)

Particulars	Amount
Less than one year	0.01
One to five years	0.06
More than five years	0.72
Total	0.79

Disclosures with respect to Covid 19

The company has not availed any concession in respect of lease rent payment from any of the lessor. No lease agreement or contract has been revised due to crises of Covid 19. Further the company has determined that the interest rates are also not being affected due to crises of Covid 19, therefore discounting of the lease payments would also not be affected.

No lease agreement / contract will result into more liabilities. Considering all these factors, the company is not required to make any change in the data relating to minimum lease payments.

40 Disclosures pursuant to Ind AS 24 "Related party Disclosures"

I. List of related parties

Key Managerial Personnel:	Designation
Mr. Chander Agarwal	Managing Director
Mr. Phool Chand Sharma	Non Executive Director
Mr. DP Agarwal	Non Executive Non Independent
Mr. Vineet Agarwal	Non Executive Non Independent
Mr. Murali Krishna Chevuturi	Independent Director
Mr. Prashant Jain	Independent Director
Mr. Ashok Kumar Ladha	Independent Director
Mrs. Taruna Singhi	Independent Director
Mr. Mukti Lal	Chief Financial Officer
Mr. Vinay Gujral	Company Secretary*
Ms. Priyanka	Company Secretary

II. Enterprises over which KMPs/ relatives of KMPs exercise Significant Influence

TCI Properties (Guj) – Partnership firm	TCI India Ltd
TCI Properties (Delhi) – Partnership firm	TCI Warehousing (MH) – Partnership firm
TCI Developers Ltd.	Transport Corporation of India Ltd
TCI Properties (West) Ltd.	Transsystem Logistics International Pvt. Ltd
XPS Cargo Services Ltd	Bhoruka Charitable Trust
Chander Asset Management Trust	TCI Foundation
Dhampal & Sons (HUF)	TCI Distribution Centres Ltd
Bhoruka Express Consolidated Ltd	Bhoruka Finance Corporation of India Ltd.
	Bhoruka International (P) Ltd.

* Mr. Vinay Gujral resigned on closing business hours 21 Dec 2019

Notes to the Financial Statements

for the year ended 31 March 2020

II. Transactions during the year with related parties:

A Enterprises over which KMPs/ relatives of KMPs exercise significant influence

(₹ in Crores)

Nature of Transaction	Year ended 31 March 2020	Year ended 31 March 2019
Income		
Freight income	2.20	1.68
Rental income	2.51	2.43
Expenditure		
Rent payment	10.56	8.65
Fuel purchase	0.04	0.03
Shipping expenses	1.16	1.15
Business support	4.20	4.24
Project management fees	0.96	0.33

B Key managerial personnel compensation

(₹ in Crores)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Short employee benefits	9.25	8.64
Post employment benefits	0.19	0.34
Employee stock option	1.05	0.80
Sitting fees and commission to independent directors	0.45	0.34

III. Balance as at the year end :

(₹ in Crores)

Nature of transaction	Nature of relation	As at 31 March 2020	As at 31 March 2019
Assets:			
Advances/ deposits given		2.21	2.01
Rent receivable		0.09	
Liabilities:			
Remuneration payable:	Managing Director	3.00	2.50
	Non Executive Directors	0.35	0.30
Payable		1.60	1.07

41 SEGMENT REPORTING

As the Company's main business activity falls within a single primary business segment viz. "Express Cargo" the disclosure requirements of Segment Reporting as per Indian Accounting Standard - 108 are not applicable.

42 Various parties accounts are subject to confirmation and reconciliation, wherever required.

43 Previous year figures have been regrouped/rearranged wherever considered necessary.

44 ADDITIONAL INFORMATION

(₹ in Crores)

Remittance in foreign currency :	Amount
Travelling expense	0.13
Consultancy	0.11
Air freight payments	1.26
Subscription	0.02

Notes to the Financial Statements

for the year ended 31 March 2020

45 Net debt/surplus cash reconciliation

(₹ in Crores)

Particulars	31 March 2020	31 March 2019
Cash and cash equivalents	12.60	17.10
Less: non current borrowings	3.00	3.48
Less: current borrowings	0.93	6.38
Net debt/(surplus cash)	(8.67)	(7.24)

Reconciliation of liabilities arising from financing activities

The changes in the companies liabilities arising from financing activities can be classified as follows:

(₹ in Crores)

Particulars	Long term borrowings	Short term borrowings	Cash and cash equivalents	Total
Net debt as at 1 April 2018	2.51	38.16	12.18	28.49
Cash flows:				-
Proceeds	2.02	0.03	-	2.05
Repayment	(1.09)	(31.81)	-	(32.90)
Interest expense	0.29	2.92	-	3.21
Interest paid	(0.25)	(2.92)	-	(3.17)
Net cash flow	-	-	4.92	(4.92)
Net debt/(surplus cash) as at 31 March 2019	3.48	6.38	17.10	(7.24)

Particulars	Long term borrowings	Short term borrowings	Cash and cash equivalents	Total
Net debt as at 1 April 2019	3.48	6.38	17.10	(7.24)
Cash flows:				
Proceeds	0.91	-	-	0.91
Repayment	(1.38)	(5.45)	-	(6.83)
Interest expense	0.30	0.59	-	0.89
Interest paid	(0.30)	(0.59)	-	(0.90)
Net cash flow			(4.50)	4.50
Net debt/(surplus cash) as at 31 March 2020	3.00	0.93	12.60	(8.67)

46 Immovable properties involved in scheme of arrangement:

Pursuant to scheme of arrangement between Transport Corporation of India Limited (TCI) and TCI Express Limited (TCIEXPRESS) and their respective shareholders, 47 immovable properties are required to be transferred in the name of TCIEXPRESS. Out of 47 Immovable properties, 20 properties has been transferred in the name of TCIEXPRESS from TCIL and rest of the immovable properties are in process of transfer.

List of 20 immovable properties transferred in the name of TCI Express is given as under:

(i) Mysore (Karnataka)	(xi) Verna (Goa)
(ii) Belgaum (Karnataka)	(xii) Raipur (Chhattisgarh)
(iii) Delhi	(xiii) Agra (Uttar Pradesh)
(iv) Amritsar (Punjab)	(xiv) Village Yellampet, Ranga Reddy, (Andhra Pradesh)
(v) Lucknow (Uttar Pradesh)	(xv) Visakhapatnam (Andhra Pradesh)
(vi) Aurangabad (Maharashtra)	(xvi) Village – Papparbakkam, Thiruvallur (Tamil Nadu)
(vii) Bhilwara (Rajasthan)	(xvii) Allahabad (Uttar Pradesh)
(viii) Udaipur (Rajasthan)	(xviii) Bhilai (Chhattisgarh)
(ix) Satpur Nashik (Maharashtra)	(xix) Jodhpur (Rajasthan)
(x) Village Salwad, Thane (Maharashtra)	(xx) Bilaspur (Chhattisgarh)

Notes to the Financial Statements

for the year ended 31 March 2020

Other disclosure relating to Covid 19

The company has complied with the advisory issued by The Institute of Chartered Accountants of India by way of making presentations in notes of accounts in the financial statement. Covid 19 has created disruptions on the business and economies of entire countries of the world. Considering impact of Covid 19, the company has made its best efforts to disclose the impact of Covid 19 which have been reported under the various applicable notes as well as under:

The Company has evaluated the impact of Covid 19 resulting from

- (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;
- (ii) onerous obligations;
- (iii) penalties relating to breaches of service level agreements, and
- (iv) termination or deferment of contracts by customers.

The Company has concluded that the impact of Covid-19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

Financial instruments / investments

47 Non current financial instrument / investments

On initial recognition, the Company can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

The investments have not been held for trading and the values of non current financial instruments / investments are not affected by the market driven forces, hence no adjustment is required in fair values of investments due to disruption in share market because of Covid 19.

Current financial instrument / investments

Investments in instruments are classified as at FVTPL, where the Company irrevocably elects on initial recognition, to present subsequent changes in fair value in other comprehensive income for investments in instruments which are held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

The investments have been held for trading and the same have been classified under current assets. Fair values of investments are based on net assets value as on 31 March 2020. The company does not foresee prolonged decline in fair value of investments.

Notes to the Financial Statements

for the year ended 31 March 2020

Revenue

The company has estimated that the revenues of the company will not be impacted due to following reasons:

- (i) The company has not made any loss of sales for which the company had made contracts.
- (ii) There was no loss of revenues due to non servicing of clients and no credit note has been raised due to Covid 19.
- (iii) The company has not received any claim from the customers / client in respect of loss of goods / delay in delivery of goods. Consequently no revenue has been held due to any such reason.
- (iv) The company is not in dispute with any customer due to non service during the period of lockdown.
- (v) The company has not offered any heavy price discounts due to which sales values have been impacted.
- (vi) The company has not postponed any revenue due to lockdown.

Provisions, contingent liabilities and contingent assets

The company has made provisions for all known liabilities, however the company has not made any provisions in respect of the following considering the same is not applicable to the company:

- (i) The company does not have any onerous contracts, costs of which may exceed its economic benefits. The company has already visited the terms and conditions of contracts made with the customers, vendors, employees, consultants and other parties connected with the business of the company. The management of company has made reasonable assurance that no contract will be used against the company in view of Covid 19.
- (ii) The company has not incurred any restructuring cost till the year ending 31 March 2020 or is not in anticipation of any kind of restructuring in near future in view of crises of Covid 19.
- (iii) The company has not made any insurance contracts which covers loss of profit. The company would not recover any amount from insurance claims for loss of sales or profits.

The company does not foresee any contingent liabilities in view of crises of Covid 19, hence the company is not required to make any disclosure with respect to contingent liabilities

Further the company is also not expected to gain any income in future because of which contingent asset is required to be recognized in the financial statement.

Modification or termination of contracts

The company has not made any modification or termination of contracts in view of Covid 19. All contracts would continue to be executed in the same manner as it was supposed to be executed before crises of Covid 19.

Going concern

The management of company has assessed the impact of going concern. The management is of the opinion that the company will be able to continue its business operations in future and there will be no impact on ability of going concern on the company in view of crises of Covid 19.

Income taxes

The management of the company has estimated that the revenues and liabilities of the company will not be affected by Covid 19, resultantly there will not be any impact on income taxes also.

Assets / property, plant and equipment

Accounting standards require to disclose the useful lives of the assets / property plant and equipment of the company. Any change in useful lives would also entail in change in closing values of assets / property, plant and equipment and also on depreciation.

The company has estimated the useful lives of assets / property plant and equipment for the year ending 31.03.2020 and found that there will be no change in useful lives.

Therefore no change is required to be made in depreciation as well as on assets / property plant and equipment for the year ending 31 March 2020 in view of Covid 19.

Notes to the Financial Statements

for the year ended 31 March 2020

Presentation of financial statement

The company has made proper classification of borrowings and liabilities into current and non current, the company is not required to make any additional disclosure in view of Covid 19.

In view of Covid 19, the company does not require any adjustment in carrying values of assets and liabilities at the balance sheet date which may arise in future due to major sources of estimation of uncertainty.

The company has reported comparatives for the previous year ending 31 March 2019 through out the financial statement. There are no such comparative which have been reclassified, regrouped or rearranged with respect to disclosure required by advisory in view of Covid 19.

Borrowing costs

The company has not incurred any borrowing cost which needs to be suspended and to be capitalized at a later stage in view of Covid 19.

Post Balance Sheet events

The company does not have any event as on date of balance sheet which require adjustments to the amounts recongnized in the financial statement in view of Covid 19.

The accompanying notes form an integral part of the financial statements

In terms of our Report of even date

For and on behalf of Board of Directors of TCI Express Limited

For R S Agarwala & Co.
Chartered Accountants
Firm Reg No. 304045E

D P Agarwal
Chairman
(New Delhi)*

Chander Agarwal
Managing Director
(New Delhi)*

Murali Krishna Chevuturi
Director
(Hyderabad)*

R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata*
Date: May 08, 2020

Mukti Lal
VP & CFO
(Gurugram)*

Priyanka
Company Secretary
(New Delhi)*

Note: (*)The Board of Directors have approved Financial Statements at its meeting held on May 08, 2020, throgh video conferencing.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting ("AGM") of the Members of TCI Express Limited ("the Company") will be held on Friday, July 24, 2020 at 10:30 A.M., through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, along with the report of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Vineet Agarwal (DIN-00380300), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), as the Statutory Auditors of the Company for a second term of five (5) years.

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company, be and is hereby accorded for the re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), as the Statutory Auditors of the Company for their second term of five (5) years, to hold office from the conclusion of this 12th Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company to be held in the year 2025, on such remuneration and terms and conditions as set out in the Explanatory Statement to this Notice."

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

Place: New Delhi
Date: May 08, 2020

Priyanka
Company Secretary & Compliance Officer
ACS-36870

Registered Office:

Flat No. 306 & 307, 1-8-271 to 273,
3rd Floor, Ashoka Bhoopal Chambers
S.P Road, Secunderabad-500003, Telangana
CIN: L6200TG2008PLC061781
Email: secretarial@tcexpress.in
Website: www.tciexpress.in
Tel: 91-40-27840104

NOTES:

1. As the Members are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA') vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. Accordingly, in compliance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

Thus, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM mode and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM and e-voting are explained in Note No. 23 below.
3. The Members can join the AGM through VC/OAVM mode fifteen (15) minutes before the scheduled time of the commencement of the AGM till fifteen (15) minutes thereafter by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least one thousand (1000) Members on first come first served basis. This will not include large Shareholders (Shareholders holding two percent (2%) or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons

of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint Proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the Listing Regulations is annexed hereto.
7. Details of the Director seeking re-appointment under Item No. 2 of the accompanying Notice, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings, are annexed to this Notice.
8. In accordance with the Companies Act, 2013 and Rules made thereunder read with the Listing Regulations, the Audit Committee and Board of Directors of the Company, have recommended, re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), for a further period of five (5) years, subject to approval of the Members.
9. A certificate from M/s. R.S. Agarwala & Co., Statutory Auditors of the Company, certifying the implementation of the Company's 'Employee Stock Option Plan-2016' in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be made available for inspection by the Members, through electronic mode.
10. Relevant documents referred in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at secretarial@tcipress.in.
11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses, are requested to register

the same with their Depository Participants in case the shares are held by them in electronic form and with M/s. KFin Technologies Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company, in case the shares are held by them in physical form.

13. The Members are also requested to register/update their bank mandate and/or avail ECS facility, where dividends can directly credited in electronic form to their respective bank accounts. Members holding shares in electronic form may contact to their respective Depository Participants to register/update bank mandate and Members holding shares in physical form can send a request to the RTA of the Company at einward.ris@kfinetech.com mentioning Folio No., Name of Member, 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) for updating bank account details.

The following additional details need to be provided in case of updating bank account details:

- Name, branch and account type of the bank in which you wish to receive the dividend;
 - Bank account number allotted by the banks;
 - 9 digit MICR Code Number;
 - 11 digit IFSC;
 - a scanned copy of the cancelled cheque bearing the name of the first Member.
14. Non-resident Indian Members are requested to inform the Company on:
 - change in the residential status on return to India for permanent settlement; and
 - 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.
 15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
 16. Members are requested to address all correspondence, including transfer, transmission, issue of duplicate shares, dividend etc. related matters, to the RTA, KFin Technologies Private Limited, Unit: TCI Express Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana-500032, India.
 17. 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 of the Company shall vest in the event of death of the sole / all joint Shareholders.

18. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven (7) consecutive years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to Investor Education and Protection Fund ('IEPF'), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

In view of above, Members are requested to claim their dividends from the Company, within the stipulated timeline. The details of unclaimed dividend alongwith their due date for transfer to IEPF is provided in the Corporate Governance Report, which is part of this Annual Report.

19. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders recipients, w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates and other relevant detail, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
20. In compliance with the above stated MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of AGM and Annual Report for the financial year 2019-20 will also be available on the Company's website at <https://www.tciexpress.in/annual-reports.asp>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
21. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020, dated April 08, 2020, Circular No. 17/2020, dated April 13, 2020 and Circular No. 20/2020, dated May 05, 2020.
22. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Sheet are not required to be annexed to this Notice.
23. Instructions for e-voting and joining the AGM are as follows:

Voting through Electronic mean

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 the Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

A. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- I. The remote e-voting period begins on **Tuesday, July 21, 2020 at 09:00 A.M (IST) and ends on Thursday, July 23, 2020 at 05:00 P.M. (IST)**. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 17, 2020, may cast their vote electronically. The remote e-voting shall not be allowed beyond the said date(s) and module of e-voting shall be disabled by CDSL for voting thereafter.
- II. The Shareholders who have already voted prior to the AGM would not be entitled to vote at the AGM.
- III. The Shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on "Shareholders" module.
- V. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's **EASI/ EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.

- VI. Next enter the Image verification as displayed and Click on Login.

VII. 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.

VIII. If you are a first time user, follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>I. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat Shareholders as well as physical Shareholders)</p> <p>II. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number. In case of any procedural difficulty in this regard, the Shareholders may write to the RTA at einward.ris@kfintech.com with marking copy to the Company at secretarial@tcieexpress.in.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>I. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>II. If both the details are not recorded with the Depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (v).</p>

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

X. 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 on Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

XII. Click on the EVSN for the relevant <Company Name> (TCI Express Limited) on which you choose to vote.

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

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

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

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

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

XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XIX. Shareholders can also cast their vote using CDSL's mobile app "m-voting". The m-voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

XX. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- **For Physical Shareholders-** Please provide necessary details like 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 the RTA at einward.ris@kfintech.com and/or to the Company at secretarial@tcieexpress.in, respectively.
- **For Demat Shareholders-** Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 the RTA at einward.ris@kfintech.com and/or to the Company at secretarial@tcieexpress.in, respectively.
- The RTA/Company shall co-ordinate with CDSL and provides the login credentials to the above mentioned Shareholders.

XXI. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.

- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual Shareholders including Body Corporate, are required to 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 vasanth@vkbajassociates.com and to the Company at secretarial@tcieexpress.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/Members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.
- Further, Shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop and/or 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.
- Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address, in advance at least seven (7) days prior to the AGM, mentioning their name, demat account number/folio number, email id, mobile number at secretarial@tcieexpress.in. The Shareholders who do not wish to speak during the AGM but have queries or desiring any information with regard to Financial Statements/ Reports may

send their queries in advance at least fourteen (14) days prior to the AGM, mentioning their name, demat account number/folio number, email id, mobile number at secretarial@tcieexpress.in. These queries will be replied by the Company suitably.

- Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote as on the cut-off date, i.e. Friday, July 17, 2020, on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the Shareholders attending the AGM.
- Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.
- Facility for e- voting shall also be made available at the AGM to the Members who have not cast their vote by remote e-voting.
- 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. Friday, July 17, 2020, only shall be entitled to avail the facility of remote e-voting / voting at the AGM.
- Voting rights shall be reckoned in proportion to 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. Friday, July 17, 2020.
- Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the register of members of the Company, will be entitled to vote at the AGM.
- A person who is not a Member as on cut-off date should treat this Notice for information purpose only.

- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 18, 2020 to Friday July 24, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 read with Regulation 42 of the Listing Regulations.
- Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, July 17, 2020, such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or secretarial@tcipress.in. However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai

- 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

24. Mr. Vasanth Kumar Bajaj, Practicing Company Secretary has been appointed as the Scrutinizer, to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner. Mr. Vasanth Kumar Bajaj has given his consent to act as the Scrutinizer.
25. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through e-voting and shall prepare and submit, not later than forty eight (48) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The result declared along with the scrutinizer's report will be placed on the website of the Company at www.tciexpress.in and on the website of CDSL at www.evotingindia.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
27. The Resolutions will be deemed to be passed on the AGM date i.e. Friday, July 24, 2020.
28. A brief profile of the Director seeking re-appointment as required under the Listing Regulations, is provided herein below:

Name	Mr. Vineet Agarwal
Age	46 years
Qualifications	B.SC in Economics & Industrial Mgmt., Carnegie Mellon University, USA.
Expertise in specific functional Area	Mr. Vineet Agarwal is Managing Director of Transport Corporation of India Limited (TCI). He has management roles within the Company. 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: www.tciexpress.in for detailed profile.
Terms and Conditions of Appointment/ Re-appointment	As per existing terms and conditions.
Remuneration Last drawn	₹ 5.00 Lakhs as Commission
Remuneration Proposed to be paid	Mr. Vineet Agarwal, Non-Executive Directors is eligible for payment of sitting fee for attending Board/Committee meetings as approved by the Board from time to time within prescribed limits. He may also be paid commission, subject to the overall limit of 0.5% of the net profits of the Company, computed under applicable provisions of the Companies Act, 2013, as approved by the Shareholders.
Date of first appointment on the Board	October 07, 2015
Relationship with other Directors / Key Managerial Personnel	Related to Mr. D.P Agarwal and Mr. Chander Agarwal-Director(s) of the Company.
Number of meetings of the Board attended during the year	Five (5)

Name	Mr. Vineet Agarwal
Directorship held in other Company*	I. Transport Corporation of India Ltd. II. TCI Developers Ltd. III. Somany Ceramics Ltd. IV. The Associated Chambers of Commerce and Industry of India. V. Gloxinia Farms Pvt. Ltd. VI. TCI-CONCOR Multimodal Solutions Pvt. Ltd. VII. Loglabs Ventures Pvt. Ltd. VIII. Transsystem Logistics International Pvt. Ltd.
Membership/Chairmanship of the Committees of other Companies	Transport Corporation of India Ltd. i. Member: Stakeholders' Relationship Committee ii. Member: Share Transfer Committee iii. Member: Corporate & Restructuring Committee TCI Developers Ltd. i. Member: Stakeholder Relationship Committee ii. Member: Audit Committee iii. Member : Nomination & Remuneration Committee iv. Member: Share Transfer Committee Somany Ceramics Ltd i. Member: Audit Committee
Number of Equity Shares held in the Company	9,93,497

* Directorship held in Foreign Companies and Section 8 Companies are not included.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Listing Regulations

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all relevant facts relating to re-appointment of Statutory Auditors as mentioned in Item No. 3 of the accompanying Notice:

Item No: 3

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company at their 7th Annual General Meeting ('AGM') held on July 28, 2015, appointed M/s. R.S. Agarwala & Co., as the Statutory Auditors of the Company for a term of five (5) years i.e. to hold office upto the 12th AGM of the Company, for the financial year 2019-20.

Consequently, M/s. R.S. Agarwala & Co., Chartered Accountants, would be completing their first term of five (5) years as the Statutory Auditors of the Company at this AGM. In accordance with Section 139(2) of the Companies Act, 2013 and the transitional provisions provided under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. R.S. Agarwala & Co., are eligible for re-appointment for a further term of five (5) years.

The Board of Directors at their meeting held on May 08, 2020, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139 of the Companies Act, 2013, have proposed re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), for a further period of five (5) years, to hold office as the Statutory Auditors of the Company till the conclusion of 17th AGM of the Company, to be held in the year 2025, subject to the approval by the Members of the Company.

In regards to appointment of Statutory Auditors, the brief profile along with remuneration proposed to the Auditors is as under:

M/s. R.S. Agarwala & Co., is one of the oldest Chartered Accountant firm in India, registered with the Institute of Chartered Accountants of India (ICAI), national professional accounting

body of India. The firm has been carrying out statutory audit of reputed listed Companies and carries a good professional track-record. Before recommending their re-appointment, the Audit Committee considered various parameters being sufficiently knowledgeable, skilled, experienced, clients served and technical knowledge etc.

The annual remuneration proposed for M/s. R.S. Agarwala & Co., Statutory Auditors, shall be up to ₹ 10,00,000 (Rupees Ten lakhs only), plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company. The power may be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment and revision including upward revision of the remuneration, subject to necessary approvals, wherever required. The proposed fee is in line with the industry benchmarks.

The Company has received consent letter and eligibility certificate from M/s. R.S. Agarwala & Co., Chartered Accountants, (ICAI Firm Registration No. 304045E), to act as Statutory Auditors of the Company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice, for re-appointment and payment of remuneration to the Statutory Auditors.

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

Place: New Delhi
Date: May 08, 2020

Registered Office:

Flat No. 306 & 307, 1-8-271 to 273,
3rd Floor, Ashoka Bhoopal Chambers
S.P Road, Secunderabad-500003, Telangana
CIN: L6200TG2008PLC061781
Email: secretarial@tcexpress.in
Website: www.tcexpress.in
Tel: 91-40-27840104

Priyanka
Company Secretary & Compliance Officer
ACS-36870

TCIEXPRESS

————— LEADER IN EXPRESS —————

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