

# TCIEXPRESS

13<sup>th</sup> July, 2017

LEADER IN EXPRESS

**Listing Department**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street - Mumbai- 400001

**Scrip Code: 540212**

**Listing Department**

**National Stock Exchange of India Ltd.,**

Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra (E) Mumbai 400 051

**Scrip Symbol: TCIEXP**

**Sub: Publication and dispatch of Notice of 9<sup>th</sup> Annual General Meeting and E-voting**

Dear Sir/ Madam,

This is in continuation to our letter dated 19<sup>th</sup> June 2017 intimating you about convening of 9<sup>th</sup> Annual General Meeting ("AGM") of the Company on Tuesday, 1<sup>st</sup> August, 2017 and Closure of Share Transfer Books.

This is to further inform you that the Company on 10<sup>th</sup> July, 2017 has completed the dispatch of Annual Report for FY 2016-17 alongwith the Notice convening the AGM, E-Voting instructions and Proxy Forms via E-Mail to those members who have registered their E-Mail IDs & through permitted physical mode to the remaining members on 7<sup>th</sup> July, 2017. The copy of AGM Notice is annexed herewith as **Annexure I** for your kind reference and records.

Further, Pursuant to applicable statutory provisions including Regulation 44(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Company is providing E-voting facility to the Members holding shares either in Physical form or in Demat form, as on cut-off date i.e. 26<sup>th</sup> July, 2017. The Members can vote from a place other than the venue of the meeting ("remote E-voting") on all the business as set out in the AGM Notice through electronic voting services provided by Karvy Computershare Private Limited ("Karvy"). The remote E-voting shall commence from Saturday, 29<sup>th</sup> July, 2017 at 10:00 am and will end on Monday, 31<sup>st</sup> July, 2017 at 5:00 pm.

Further, the Newspaper cutting of Notice published in the following newspapers with respect to above matter is enclosed herewith **Annexure II** for your kind reference:

Name of Newspaper	Date of Publishing
The Hindu Business Line (English)	13 <sup>th</sup> July, 2017
Surya (Regional Telugu)	13 <sup>th</sup> July, 2017

Hope you shall find the above in order & request you to take the same on your records.

Thanking you,

Yours faithfully,

For TCI Express Limited

*Vinay Gujral*  
**Vinay Gujral**

**Company Secretary & Compliance Officer**

Encl.: As above

Annexure: 1 (Notice of AGM)

Annexure:2 (Publication)



**TCI Express Limited (formerly TCI Properties (Pune) Limited)**

CIN: U62200TG2008PLC061781

**Corporate Office:** TCI House, Plot No. 69, Sector 32, Institutional Area, Gurugram -122001, Haryana, India

Tel.: +91-124-2384090-94 • Fax: +91-124-2382113 • Email: info@tcipress.in • Website: www.tciexpress.in

**Registered Office:** Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500003 • Tel.: +91 40 27840104

A TCI Company



# Notice of Annual General Meeting

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

## Ordinary Business:

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

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

## Special Business:

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

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

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

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

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

6. Approval for Material Related Party Transactions

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

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

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

For TCI EXPRESS LIMITED

*Vinay*

(Vinay Gujral)  
Company Secretary & Compliance Officer



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

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

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

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

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

**Vinay Gujral  
Company Secretary  
& Compliance Officer**

**Place:** Gurugram

**Date:** 23.05.2017

### NOTES:

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

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

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

**For TCI EXPRESS LIMITED**

*Vinay Gujral*

(Vinay Gujral)  
Company Secretary & Compliance Officer



11. Non-resident Indian members are requested to inform Company on:

- a. the change in the residential status on return to India for permanent settlement, and
- b. the particulars of the bank accounts maintained in India with complete name of Bank, branch, account type, account number and address of the bank, if not furnished earlier.

12. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. Therefore, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to M/s. Karvy Computershare Pvt Ltd for registration of such transfers. Members/Investors are therefore requested to make note of the same and submit their PAN card copy to M/s. Karvy Computershare Pvt Ltd.

13. Pursuant to Section 72 of the Companies Act, 2013 individual shareholders holding shares in the company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole / all joint shareholders.

14. The members are requested to address all their communications to Karvy Computershare Pvt Ltd., Karvy Selenium Tower B, Plot Number 31 and 32, Financial District, Gachibowli, Hyderabad-500032, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.

#### 15. Voting through electronic means:

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- II. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- III. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- IV. The Board of Directors of the Company has appointed Shri. Vasanth Bajaj, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 26, 2017.

VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date, i.e. July 26, 2017 only, shall be entitled to avail the facility of remote e-voting.

VII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. July 26, 2017, may obtain the User ID and password in the manner as mentioned below:

(a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS:

MYEPWD E-Voting Event Number+ Folio No. or DP ID Client ID to 1-800-3454-001

Example for NSDL:

MYEPWD<space>In12345612345678

Example for CDSL:

MYEPWD<space>1402345612345678

Example for Physical:

MYEPWD<space>XXXX1234567890

(b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(c) Member may call Karvy's toll free number 1-800-3454-001.

(d) Members may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

VIII. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 10.00 a.m. (IST) on July 29, 2017 End of remote e-voting: Up to 5.00 p.m. (IST) on July 31, 2017.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's

For TCI EXPRESS LIMITED

*Vinay Gujral*

(Vinay Gujral)

Company Secretary & Compliance Officer



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

- X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 1, 2017.
- XI. Instructions and other information relating to remote e-voting
  - A. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
    - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - b. Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number, Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800- 3454-001 for your existing password.
    - c. After entering these details appropriately, click on "LOGIN".
    - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - e. You need to login again with the new credentials.
    - f. On successful login, the system will prompt you to select the E-Voting Event Number for TCI Express Limited
    - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
    - h. Members holding shares under multiple folios / demat accounts shall choose the voting

process separately for each of the folios / demat accounts.

- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit"
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [scrutinizer\\_tciexp@vkbajajassociates.com](mailto:scrutinizer_tciexp@vkbajajassociates.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
  - a. User ID and initial password - These will be provided in the Attendance Slip for the AGM.
  - b. Please follow all steps from Sr. No. (a) To (l) as mentioned in (A) above, to cast your vote.
- C. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.tciexpress.in](http://www.tciexpress.in) immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the stock exchanges where the shares are listed.

For TCI EXPRESS LIMITED

*(Signature)*

(Vinay Gujral)  
Company Secretary & Compliance Officer



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

### **Item No. 5**

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

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

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

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

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

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

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

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

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

### **Item No.6**

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

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

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

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

For TCI EXPRESS LIMITED

*Vinay*

(Vinay Gujral)

Company Secretary & Compliance Officer



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

**Item No.7**

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

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

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

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

For TCI EXPRESS LIMITED

*Vinay*(Vinay Gujral)  
Company Secretary & Compliance Officer



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

For TCI EXPRESS LIMITED



(Vinay Gujral)

Company Secretary &amp; Compliance Officer



# TCIEXPRESS

LEADER IN EXPRESS

TCI Express Limited  
(formerly TCI Properties (Pune) Limited)  
CIN – U62200TG2008PLC061781

Regd. Office: Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad – 500003, Telangana  
Corporate Office: TCI House, 69 Institutional Area, Sector-32, Gurugram – 122 001, Haryana  
Web: [www.tciexpress.in](http://www.tciexpress.in), E-mail: [secretarial@tciexpress.in](mailto:secretarial@tciexpress.in), Tel.: +91 124 2384090-94

## ATTENDANCE SLIP

--

I hereby record my presence at the 9<sup>th</sup> Annual General Meeting of the Company held on Tuesday, August 1, 2017 at 11.30 A.M at Salon II & III, Basement 1, Park Hyatt Hyderabad, Road No 2, Banjara Hills, Hyderabad – 500034, Telangana

Member's Folio/DP ID-Client ID

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please fill the Folio / DP ID-Client ID, Name & sign this attendance slip and hand it over at the ENTRANCE OF THE HALL.

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given at Note No 15 of the Notice of the 9<sup>th</sup> Annual General Meeting carefully before voting electronically.

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## PROXY FORM

Name of the Member(s):	Registered Address:
Folio No./Client ID:	
D P ID	Email ID

I/We, being the member(s) of ..... shares of above named company, hereby appoint:

- Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him:
- Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him:
- Name: ..... Address: .....  
E-mail Id: ..... Signature: .....

as my/our proxy to attend and vote, (on a poll) for me/us and on my/our behalf at the 9<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, August 1, 2017 at 11.30 A.M at Salon II & III, Basement 1, Park Hyatt Hyderabad, Road No 2, Banjara Hills, Hyderabad – 500034, Telangana and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

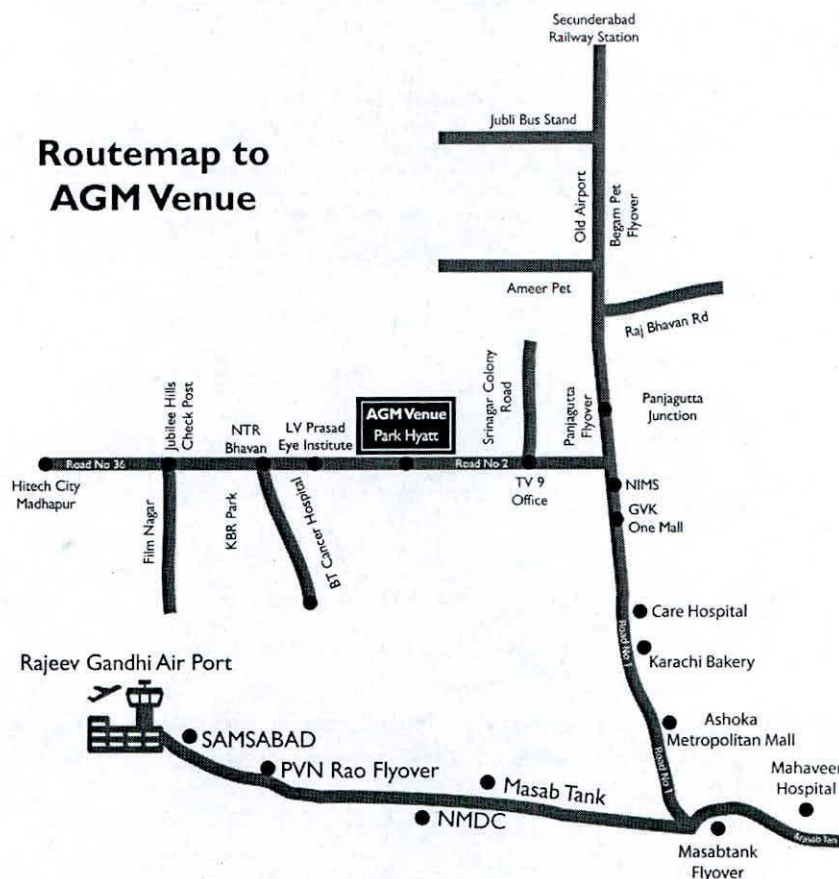
For TCI EXPRESS LIMITED

*Vinay Gujral*

(Vinay Gujral)  
Company Secretary & Compliance Officer



## Routemap to AGM Venue



Sl. No	Resolutions Description	For	Against
	<b>Ordinary Business</b>		
1	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017 & the report of Board of Directors and Auditors thereon		
2	To declare Final Dividend on Equity Shares @40% (Re. 0.80 per equity share of Rs. 2/- each)		
3	To appoint a Director in place of Mr. Vineet Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ratification of appointment of M/s R.S. Agarwala & Co., the Statutory Auditors of the Company.		
	<b>Special Business</b>		
5	Appointment of Mrs. Taruna Singhi as Non-Executive Independent Director of the Company.		
6	Approval of Material Related Party Transactions		
7	Approval of remuneration of Managing Director in excess of 5% of the net profit		

Signed this ..... Day of ..... 2017.

Signature of shareholder.....

Signature of Proxy holders(s).....

Affix  
Revenue  
Stamp

### Notes:

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Flat Nos.306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S.P Road, Secunderabad-500003, Telangana, not later than FORTY- EIGHT HOURS before the commencement of the aforesaid meeting.

For TCI EXPRESS LIMITED

*Vinay Gujral*

(Vinay Gujral)

Company Secretary & Compliance Officer



Kaspersky Labs, a major global provider of cybersecurity software, has been removed from its list of approved vendors, making it more difficult to obtain Kaspersky products.

"GSA's priorities are to ensure the integrity and security of US government systems and networks and evaluate products and services available on our contracts using supply chain risk management processes," the agency said in a statement.

The action came weeks after top US intelligence agency and law enforcement officials publicly expressed concerns about use of Kaspersky software.

The officials, appearing at a congressional hearing in May, stopped short of



pany is being unjustly accused without any hard evidence to back up these false allegations."

A Bloomberg News report this week meanwhile claimed internal company emails show that Kaspersky has maintained a closer working relationship with Russia's main intelligence agency, the FSB, than it has publicly admitted.

Kaspersky on Tuesday issued a statement disputing the Bloomberg accounting, saying "the communication was misinterpreted or manipulated," but did acknowledge that it "regularly cooperates with law enforcement agencies, industry peers and victims of cyber-crime."

## Dell EMC unveils 14th

SANGEETHA CHENGAPPA

Bengaluru, July 12

Dell EMC announced the global launch of its 14th generation PowerEdge server portfolio on Wednesday nearly three years after the launch of its 13th Generation PowerEdge server portfolio.

The India R&D team stands tall, contributing 60 per cent to overall server systems management software with the grounds up engineering of the 14th generation servers touching three key tenets of scalability, intelligent automation and integrated security.

"Right from the 6th generation of PowerEdge servers way back in 2001 till the 14th generation PowerEdge servers, the collaboration and innovation of technologists in Bengaluru with R&D teams across the globe has significantly risen



Rajesh Janey (right), President and Managing Director of Dell EMC in Bengaluru, with Manish Gupta, Senior Director, Networking Group, Dell EMC, in Bengaluru.

from a few programmes involving a few aspects to over 25 programmes involving all aspects of the server today," Rudramuni B, Vice-President & Centre Head, Dell EMC, Bangalore Design Centre, told BusinessLine. The engagement for the 14th generation servers started in 2014 with over 1,000

**BHARAT HEAVY ELECTRICALS LIMITED**  
भारत हेवी इलेक्ट्रिकल्स लिमिटेड (बल भारत लिमिटेड)

PPX-F&HE, HEEP, BHEL, RANIPUR, HARIDWAR-249403  
Ph: 01334-284144, Fax: 01334-226462, E-mail: yash-pal@bhelhr.co.in

**Tender Notice**

Bids are invited in two parts, from original manufacturers for following material:

Description of material	Tender (NIT) No.	Qty.
Forging for Ring (Mat. Code: TLMW65017625) Spec: Alloy617M/01, Drg. No: WT-617M-001	F/F219/7/1112/ K1 (33513)	2 Nos.
Casting for Ring (Mat. Code: TLMW65017641) Spec: Alloy625/01, Drg. No: WT-625-001	F/F219/7/1158/ K1 (33520)	2 Nos.

Last date to download: 04.08.17, Opening Date: 05.08.17  
For details & downloading of tender document visit our websites  
[www.bhel.com](http://www.bhel.com)/[www.bhelhr.co.in](http://www.bhelhr.co.in)/[www.tenders.gov.in](http://www.tenders.gov.in) All corrigenda, addenda, amendments, time extensions, clarifications etc. will be hosted only on websites.

Sr. Engineer (PPX-F&HE)

**Bharat Heavy Electricals Limited**  
UNIT TIRUCHIRAPPALLI

**SUPPLY, E&C OF FORCED DRAFT FAN AND SUPPLY OF PORTABLE ELECTRODE OVEN**

BHEL Tiruchirappalli invites two part bid through E-Procurement system from Experienced & Reputed Vendors for the following Supply & Works, for which Tender documents & full details can be downloaded from BHEL's website <http://www.bhel.com> (Tender Notifications Page) or from the Govt. Tenders website <http://tenders.gov.in> (Public Sector Units> Bharat Heavy Electricals Limited Page) against Ref. Nos. indicated below. These materials are to be procured only through E-procurement and the vendors who have the Digital Signature Certificate (DSC), shall submit their offer through the e-procurement site <https://bheleps.buyjunction.in>. Note: Registration process for items required by BHEL is always open at <https://supplier.bhel.in>. Prospective suppliers (including MSEs & owned by SCs/STs) may visit this site and apply for registration in the respective Unit.

Scope of Supply & Works	Ref. Nos.
Supply, Erection & Commissioning of Forced Draft Fan with VFD.	NIT_33562
Supply of Portable Electrode Oven.	NIT_33563

All corrigenda/addenda/amendments/time extensions/clarifications, etc. to the tender will be hosted on above website(s) only and will not be published in any other media. Bidders should regularly visit above website(s) to keep themselves updated.

DGM / WC, CP&SP / MM, BHEL, Tiruchirappalli 620 014 (TN).  
Ph: (0431) 257 5731; email: akumar@bheltrco.in

**TCI EXPRESS**  
LEADER IN EXPRESS

**TCI Express Limited**  
(Formerly known as TCI Properties (Pune) Limited)  
CIN: U62200TG2008PLC061781

**Regd. Office:** Flat Nos. 306 & 307, 1 & 271 to 273, Third Floor, Ashoka Bhoochal Chambers, S.P. Road, Secunderabad - 500003 (Telangana)

**Corp. Office:** TCI House, 69 Institutional Area, Sector 32, Gurugram-122 001, Haryana.  
Tel: +91 124 2384090-94, Fax: +91 124 2382113  
E-mail: [secretariat@tcipress.in](mailto:secretariat@tcipress.in) Web: [www.tcipress.in](http://www.tcipress.in)

**NOTICE**

NOTICE is hereby given that 9th Annual General Meeting ("AGM") of the Members of TCI Express Limited ("the Company") is scheduled to be held on Tuesday, 1st August, 2017 at 11:30 a.m. at Salon II & III, Basement 1, Park Hyatt Hyderabad, Road No. 2, Banjara Hills, Hyderabad - 500034, Telangana, to transact the Ordinary & Special business as set out in the Notice of AGM.

The Company has completed the dispatch of Annual Report for FY 2016-17 alongwith the Notice convening the AGM, E-Voting instructions and Proxy Forms, through E-Mail to those members who have registered their E-Mail IDs on 10th July, 2017 and through permitted physical mode to the remaining members on 27th July, 2017.

Members holding shares either in Physical form or in Demat form, as on cut-off date i.e. 26th July, 2017 may cast their vote electronically on all the business as set out in the AGM Notice through electronic voting services provided by Karvy ComputerShare Private Limited ("Karvy") from a place other than the venue of the meeting ("remote-voting").

The Details required pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder are given below:

Sr. No.	Particulars	Day, Date & Time
1	The date for reckoning voting rights of the Members i.e. Cut-off date	Wednesday, 26th July, 2017
2	Date of Completion of dispatch of Notice (in Physical Mode)	Friday, 7th July, 2017
3	Date of Completion of dispatch of Notice (in Electronic Mode)	Monday, 10th July, 2017
4	Date & time of Commencement of e-voting	Saturday, 29th July, 2017 (10:00 a.m.)
5	E-voting shall be not be allowed beyond given Date & Time/End of e-voting	Monday, 31st July, 2017 (5:00 p.m.)
6	Contact Details, in case of any query/grievance related to E-voting	Mr. Rajeev Kumar, Karvy ComputerShare Pvt. Ltd., Karvy Selenium Tower - B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500032 Ph: +91 040 67161524 E-mail: <a href="mailto:evoting@karvy.com">evoting@karvy.com</a> , <a href="mailto:rajeev.k@karvy.com">rajeev.k@karvy.com</a> Website: <a href="http://www.evoting.karvy.com">www.evoting.karvy.com</a>

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 26th July, 2017, may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com) or [secretariat@tcipress.in](mailto:secretariat@tcipress.in)

The facility for voting through Polling Paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

Pursuant to applicable statutory provisions, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 27th July, 2017 to Tuesday, 1st August, 2017 (both days inclusive).

For TCI Express Limited  
Place: Gurugram  
Date: 10th July, 2017  
Vinay Gujral  
Company Secretary & Compliance Officer

HINDU BUSINESS  
LINE - 13/07/17

For TCI EXPRESS LIMITED

*Vinay Gujral*

(Vinay Gujral)  
Company Secretary & Compliance Officer



