



STABLE. SCALABLE.
SUSTAINABLE.

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Stable, **Scalable &** Sustainable

In order to give stability to its stakeholders in a sustainable manner, a business must be scalable. TCI Express stands for stability and scalability with sustained growth. In the Indian and international markets, it is a customer-oriented, multi-technology, IT-specialist transportation system with a proven dedication to quality in every area of operation. It pursues value-based policies to meet the objectives of society, consumers, vendors, workers, shareholders, and the transportation sector, all of which are founded on the basic principle of sustainability.

While serving customers, first thing that springs to mind is "prompt delivery", something TCI Express excels at. We believe to have been able to create a culture of urgency that pushes our people to outperform, every day. Thus, have been able to emerge as India's fastest growing multi-specialty express logistics service company who expertise in providing complex and customized last mile express delivery solutions. We ensure on-time delivery 95% of the time. The Company's decision to use a asset

light model for the majority of its essential assets has allowed it to achieve higher returns and operating capabilities. It uses a hub-and-spoke architecture, with sorting centres serving as the hub and branches all across the country, serving as the spokes. Automation and digitalization are at the forefront. Just like the automation of operations, the entire blueprint of its' operations runs on an automated AI based ERP system.

There are approximately 900 branches, 5,000 containerized vehicle vendor tie-ups, 28 sorting facilities, and over 50,000 delivery locations. TCI Express has a unique network footprint that is difficult to replicate. Rail Express, C2C, and Pharma Cold Chain Express are three new services that the Company has launched this year. Thus, by expanding ties with customers, business partners, and other important stakeholders, the Company has created a robust ecosystem of comprehensive service offerings, building a strong foundation for sustainable and profitable development.

25

Years of Industry experience

3000+

Workforce

28

Sorting Centres

208

Countries Served

5000+

Containerized Vehicles

73+

Air Gateways
(All Domestic Airports)

About TCI Express

TCI Express has established itself as India's leading and fastest delivery Company, since its listing in December, 2016. TCI Express is a market leader in India's express distribution, and its local knowledge of each and every district in India, enables it to provide customised express delivery solutions to its customers, and deter competition. For an efficient Express Distribution System, TCI Express has built a solid Hub and Spoke infrastructure with 900+ owned centres across India, encompassing more than 40,000 pick-up and 50,000 delivery points.

TCI Express assures that every cargo ordered from the customer's first mile contact point to the delivery of the last leg is delivered on schedule and in a professional manner. It specialises in providing time-definite solutions with an emphasis on Tier II and III cities, and with ERP-enabled operations, barcoding on packaging, GPS-enabled trucks, and CCTV monitoring throughout India ensures complete customer satisfaction. With its unique offerings, large scale operations, and highest profitability in the logistics sector in India, it has managed to earn its place in the Top 500 Companies by Market Capitalization as of March 31, 2022.

Our Mission

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.

Our Vision

- L**oved by customers in Indian and International Markets
- E**xpress multimodal fastest company
- A**lways ahead of the rest in speed and professionalism
- D**elight our customers every time
- E**xcellence in service using the latest in technology
- R**eliable to all our customers and respected by all our stakeholders

Where TCI Express Stands Today

TCI Express is India's fastest B2B express delivery service. The asset-light approach helps the Company to keep its operations at optimum levels without any wastage, which ultimately generates significant cashflows. The Company does not operate with any franchise because all of the branches are operated directly by the Company. Optimal standard operating procedures are followed, as a result, the Company's business strategy is diverse, serving to all main manufacturing industries.

In the last five years, the Company has increased its location service coverage from 32,000 locations in FY17 to 50,000 locations in FY22. The number of branch offices has expanded from 500 in FY17 to over 900 in FY22. Customers have grown from 1.6 lakh in FY17 to 2.20 lakh in FY22, with an increase of Sorting centres from 26 in FY17 to 28 in FY22. For the past five years, the company has been continuously paying dividends and earning strong returns on capital invested. It has a five years track record of continually improving margins and profitability. Furthermore, the Company is debt-free, with a healthy balance sheet and a flexible capital structure.

Our Five-Year Development Trajectory

Fastest

B2B Express Delivery Company in India

23.7%

CAGR of EBITDA growth

Asset Light Model

Enables Company to maintain higher utilization and drive strong cashflows

28.0%

CAGR of Net profit

5 Years

Constant dividend payment

32,000 to 50,000

Increased delivery locations in 5 years

Debt free company

Maintaining strong balance sheet and flexible capital structure

500 to 900+

Branch Offices in 5 years

1.6 Lakh to 2.20 Lakh

Customer count increased in 5 years

Service Offerings

Surface Express

Express solutions with over 50,000 delivery locations, and fully containerized fleet of vehicles. TCI EXPRESS offers customized value added services to meet customer's requirements.

Key Differentiators

- ▶ API (Application Programming Interface) facility to Customers for a Customised Solution
- ▶ Multi Locations Pick Up and Delivery (Anywhere to Anywhere) own Dedicated Branches
- ▶ Customised Solution to any type of Customer. Presently providing Value-added logistics services for more than 30 different business Verticals
- ▶ Reverse Pick-up within 24 hours of Pick-Up On-line request received
- ▶ Priority base Logistics Solution & Offerings of Multimodal Services as per our Customer Business Requirements.
- ▶ Day Definite Pick Up and Delivery Facility at Maximum ODA (Extn) Networks of India through our own branch Network
- ▶ From First Mile Pick Up till Last Mile time-defined Deliveries through our Company owned dedicated Branches
- ▶ Real Time Vehicle Tracking GPS Module for Customer's tracking Support @ 24X7
- ▶ 24X7 support through Customer Login Facility and 100% service Facilities through Auto-MIS, E-Billing, E-PODs & On-Line Payment
- ▶ Express delivery in India at 50,000 delivery locations and cargo pickup from over 40,000 points
- ▶ Day definite delivery and Sunday and holiday deliveries
- ▶ Cash collection
- ▶ UPI Payments
- ▶ IT interfaces with customers

Domestic Air Express

Air Express delivers time-sensitive express packages round-the-clock. All major metropolises are delivered within 24 hours, and both mini metropolises and A-class cities within 48 hours.

Key Differentiators

- ▶ Door-to-Door / Door-to-Airport services
- ▶ Airport-to-Airport / Airport-to-Door services
- ▶ Multimode service – Unique combination of air and surface modes
- ▶ Unique arrangement of space with all domestic carriers
- ▶ Specialize in delivering critical pharma vaccine
- ▶ Sunday and holiday services
- ▶ Late pickup and deliveries
- ▶ POD in hard and soft format as per client requests

International Air Express

Through over 3000 pickup points in India, International Air Express provides services to around 208 countries across the globe (Commercial and Non-Commercial). For TCI Express no country is too far.

Key Differentiators

- ▀ Provides free 7 days storage facility at origin locations in our own warehouse for export consignments
- ▀ Even 3rd country shipment services are provided by us
- ▀ Pickup from Exporter's premises is arranged for airport-to-airport shipments
- ▀ Value added services like AD Code Registration, Issue of Country-of-Origin Certificate, Legalization of Documents, Fumigation, GSP Certificate, etc are provided by us
- ▀ Whenever required, consolidation of shipments is also undertaken to help the exporters
- ▀ Expertise in handling heavy commercial shipments – Door-to-Door (both inbound & outbound)
- ▀ We provide customised pricing based on transit time
- ▀ Urgent deliveries of shipments by hand through trained manpower is provided under our First Flight Out Service
- ▀ Bulk Mailer Services are provided with customization to help exporters
- ▀ We also arrange and help exporters get insurance of their shipments
- ▀ Charter Services are provided wherever required
- ▀ IATA certified for all international shipment

E-Commerce

B2B on multi-model distribution for optimum on time delivery with value added features of COD (Cash on delivery)

Key Differentiators

- ▀ Vendor-to-warehouse, Inter-warehouse, and Warehouse-to-vendor/customer
- ▀ Packaging material distribution
- ▀ Fulfilment centre to the last mile
- ▀ Cash on Delivery collection
- ▀ IT interfaces with customers
- ▀ Sunday and holiday deliveries
- ▀ Real-time tracking API with an easy customer login portal
- ▀ GPS enabled vehicles

C2C Express

TCI Express launched India's first customer to customer C2C Express service, implementing asset light model. C2C Express operates in Fast Trucking mode. This fast trucking is an efficient mode to transport through milk run with multi location pick up and delivery service.

Key Differentiators: Fast Trucking

- Minimizes connections and travel time
- Offering a high frequency of services
- Directly connects the set of locations without any interruption of services
- Real time tracking through GPS and temperature through tracer
- Pick up from multiple locations and delivery at single point
- Pick up from one location and delivery at multiple locations
- Flexible routes

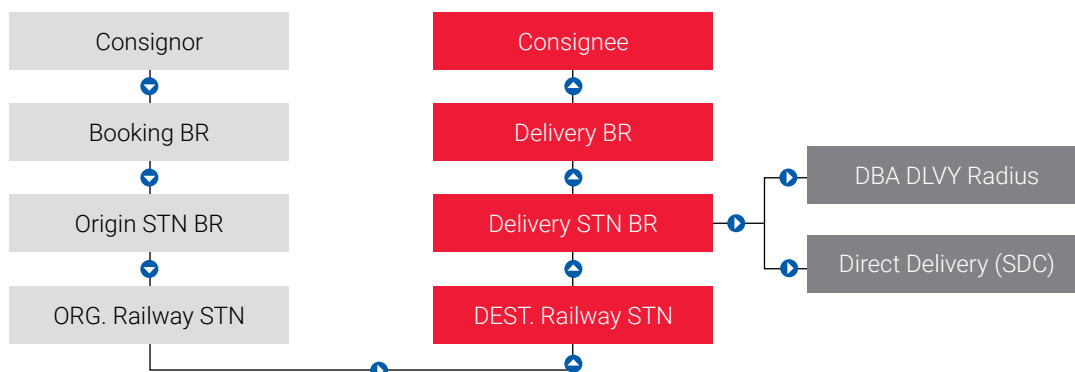
Rail Express

Rail Express is a unique service offering from TCI Express, designed to provide high value service at a lower cost using a model successfully tested on surface express.

Key Differentiators

- Independent team to manage this business offering
- Faster transit time at a lower cost
- Optimise economies of scale at branches and routes
- Use of strong railway network Centralized and integrated logistics system
- Lower carbon footprint and sustainable mode of transport

Centralized and integrated logistics system



Pharma Cold Chain Express

In order to meet the growing demand for cold chain logistics, TCI Express launched Pharma Cold Chain Express Service, an asset light model that utilizes existing network.

Key Differentiators

- TCI Express continues to implement asset light model in the Pharma Cold Chain logistics segment
- Dispatching Pharma shipments either Frozen (Blood Plasma) or Vaccines under the prescribed temperature as norms ensuring there are no fluctuation in the temperature
- Dispatching frozen products as per FSSAI norms ensuring there are no fluctuation in the temperature
- Monitoring of temperature maintained through Data Loggers and real time monitoring through tracer
- Tracking of vehicles through GPS and real time data been provided to the customer
- Proper loading and unloading of material ensuring there are no temperature fluctuation
- Standard Operating Procedures followed by TCI Express

Standard Operating Procedures followed by TCI Express

Pharma cold chain Express

Additional datalogger at door for additional check

Free calling vehicle at minus 80 degree Celsius

Regular pull down and holding

Reduce loading and unloading time

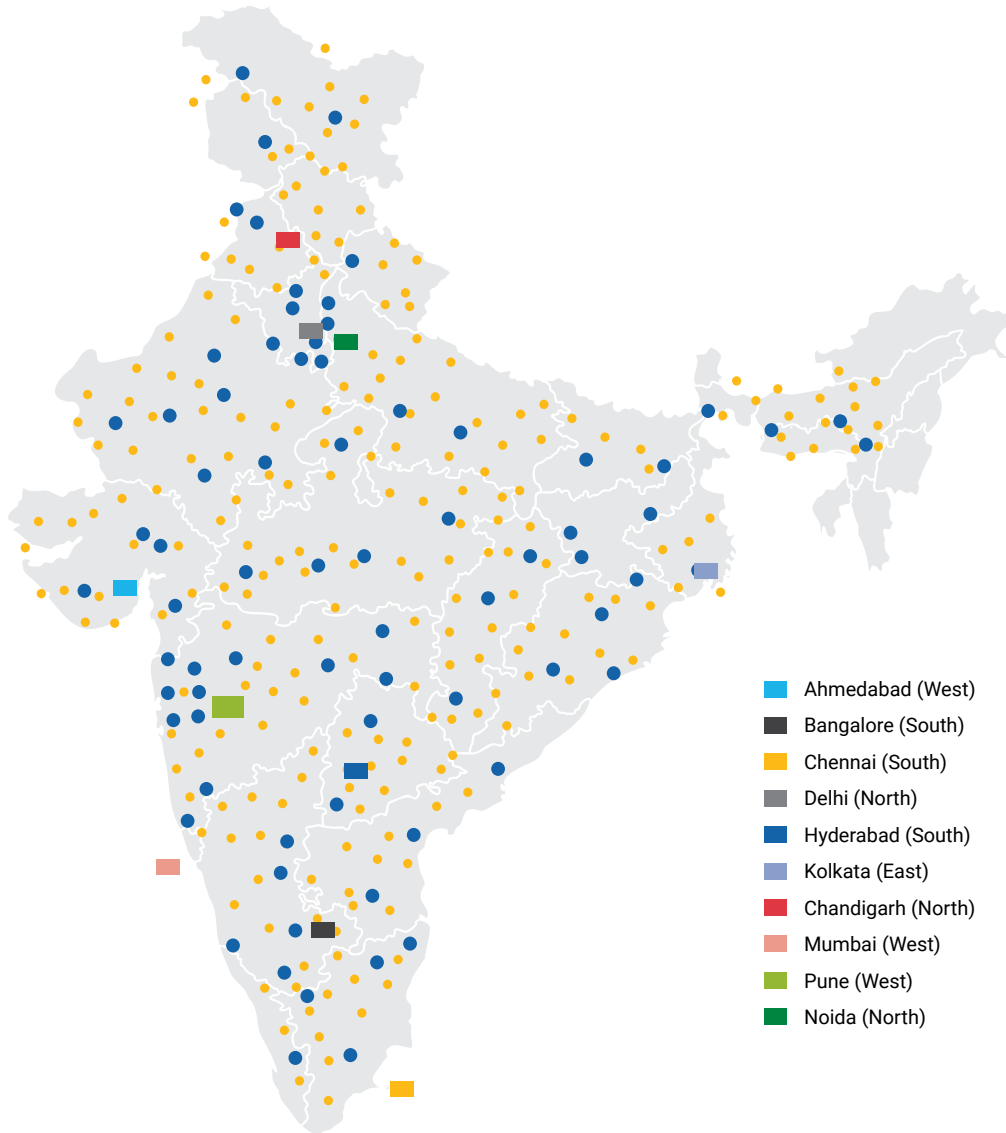
Check for Air leakages

Measure temperature loading and unloading

Live monitoring of temperature through proper systems



Domestic **Footprints**



Express Network (B2B Hub & Spoke Network)

500+

Express Routes

2500

Feeder Routes

60

Zonal Offices

710

District Served

900+

Company Branches

28

Sorting Centres

10

Regional Offices

29,000+

Zip Codes

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind in connection to its accuracy or completeness.

Why Choose **TCI Express**

Revenue Growth - With an increase in client base, doubling the number of branch offices, and owning additional sorting centres in key metro areas, the Company intends to achieve 18-20% greater revenue each year to touch the ₹2,000 crores+ benchmark

Increased Capital Expenditure - In the next five years, the Company plans to spend ₹500 crores on capital expenditure. This will involve investments in sorting centres and automation, as well as the development of technical capabilities to improve operational efficiency even further

TCI Express has been acknowledged for its fundamental principle of trust and integrity among internal and external clients for more than two decades, with a legacy of seven decades as an acknowledged industry pioneer. As a stable, scalable and sustainable Company, it has always been motivated by the needs of its clients and has made great attempts to build a link with them by also using service, respect and empathy, as a difference.

The Company is positioned to grow exponentially and has set a goal of achieving its strategic objectives by 2025

New Service Launched - The Company has introduced new services including Pharma Cold Chain and C2C express, as well as launched and extended Rail express services, which are going to contribute higher than existing in the top-line revenue. The Company will remain focused on B2B service offerings.

Create Value for Stakeholders - The Company wants to keep its return ratios high and dividend pay out continuous to its shareholders, to build wealth for all of its stakeholders

Chairman's **Message**



As we look further into FY2023 and beyond, the outlook for the industry and our company remains very strong as the growth of the logistics sector is fully aligned with India's economic growth potential.



Dear Shareholders,

Indian economy in FY22 witnessed the second wave of the COVID-19 pandemic and ensuing lockdown. The economic drivers have shifted ahead with the drop in the infection rate from the second quarter, a major portion of the population vaccinated against the virus, and a muted impact of the third wave. The gradual opening of national borders throughout the world, as well as the return of regular trade and travel, has increased public trust.

In FY22, the economy is predicted to rise by close to 8.7%. Overall demand has recovered noticeably, and supply chain problems and rising input prices have begun to subside. We're witnessing an upsurge in operations in a variety of industries, all of which are focused toward betterment. Agriculture grew by 3.9% in FY22. The industrial sector has made a remarkable comeback, increasing by 11.8% this fiscal year after falling by 7% in FY21. Manufacturing, construction, and mining all suffered the same consequences. Other macro indicators are telling a similar trend in order to make India the world's fastest growing economy in FY22.

Indian logistics industry, which is considered as the country's lifeline, is extremely significant since it connects a wide range of markets, suppliers, and customers across the country, and it is now firmly established as a key component of the national GDP value chain. Several substantial changes have been implemented by the administration in recent years. The Goods and Services Tax (GST) was implemented in FY18, bringing formalisation to the logistics business. The turnaround time for Transportation has been reduced owing to fewer transit stoppages.

The government also intends to lead the nation in achieving the goals set forth for "Atmanirbhar Bharat." As a result, the Indian government has begun the process of charting the course for India@2047 with "Amrit Kaal - The

plan for the next 25 years." With the establishment of the PM Gati Shakti National Master Plan, Atmanirbhar Bharat, National Infrastructure Pipeline, and National Monetization Pipeline to support economic and infrastructure growth, a paradigm shift has been envisioned for the cities of India.

The logistics business in India is extremely fragment, with the goal of lowering logistics costs from 14% of GDP to 8% in ten years. The National Logistics Policy will establish a single-window e-logistics market with an emphasis on job creation, skill development, and MSMEs' competitiveness. The logistics sector has been evolving with new age technology, which has added a key distinguishing feature. Extensive usage of technology is being undertaken to reduce human interaction and compete with peers.

The high cost of logistics in India is owing to an inefficient modal mix, which is mostly driven by the inefficient road sector. While road infrastructure has vastly improved in recent years, rail and waterways are finally catching up. The market share of Rail in the modal mix would expand as a dedicated Rail network for freight became operationalized in stages.

Despite being hit by the pandemic in the first and fourth quarters of the year, the Company had a great result in FY22. The Company recorded its highest ever revenue from operations, ₹1,090 crore, with 28.1% increase in a y-o-y basis. The Net Profit was ₹129 crores, up 28.1% year on year with 11.8% margins. We maintained a cash position of ₹104 crores while continuing to produce robust cash flow of ₹128 crores.

During the year, we have successfully commissioned India's first and largest automated B2B sorting center in Gurgaon, named as 'GIGA', spread

over 2 lakh square feet area, equipped with 600 meter of fully automated loop sorting system. The company plans to add new sorting centers and replicate similar automation in these sorting centres to further reduce turnaround time and enhance operational efficiencies in the long run and resulting into reduction of direct cost.

Through its asset-light and comprehensive express services, TCI Express is ideally positioned to capitalise on expanding India's GDP and provide long-term sustainable growth. We have a significant presence across the country with 900+ locations, 60 zonal offices, and 10 regional offices, and we are committed doubling our revenues every four years.

Our most valuable asset is our workforce. Employee health and safety has always been a top focus for the organisation, and it is one of its basic values. The Company ensured that all of its employees were immunised and offered medical and financial assistance on an as-needed basis.

As we look ahead to FY23 and beyond, we remain positive about the country's economic potential as it develops as a powerful manufacturing hub in Asia. The express trucking service will continue to be a critical component of attaining this aim, and the domestic logistics industry will play an important role. TCI Express will be a part of this growth narrative, bolstering its leading position with its unique value offer, asset-light business model, and expanding customer base, all of which will result in long-term benefit for all stakeholders.

sincerely,

D. P. Agarwal
Chairman

MD's **Message**



**We are confident
of capitalizing
on the market
opportunities and
deliver accelerated
sustainable growth
in the coming
years.**



Dear Shareholders,

It is of great honour to share with our shareholders, who have consistently supported us in all of our endeavours, that TCI Express has continued to set operational milestones and produced a year of new achievements for the financial year 2021-22.

On almost all metrics, the Indian economy appears to be better than it was in FY21, with the regulated opening up occurring in FY22. The second wave of the COVID-19 pandemic, as well as the subsequent lockdown, took place in FY22. With a decrease in infection rates from the second quarter, a large section of the population immunised against the virus, and a muted impact of the third wave, the economic drivers have moved forward. The economy remained on track for recovery, with broad-based improvement evident across industries.

The logistics business makes a substantial contribution to the country's economic development. The Government's efforts to increase integrated logistics and multimodal connections through huge infrastructure expenditures, numerous initiatives such as the Bharatmala project, and the Public Private Partnership are unquestionably beneficial to India's logistics business. The express logistics business is predicted to have strong development as demand for quicker delivery increases. TCI Express is well positioned to capitalise on rising market possibilities and generate long-term sustainable development through its asset light and comprehensive express services.

TCI Express's performance was much better despite the pandemic affecting the first and fourth quarters. TCI Express generated income of ₹1,090 crores from operations in FY22, up 28% year on year. Despite being hit by sharp increase in fuel price, our EBITDA climbed by 29% year on year to ₹183 crores in FY22, and our EBITDA margin remained good at 17%. The profit after tax increased by 28% to ₹129 crores in FY22 compared to same period last year. This improvement can be attributed to growth in top line as well as

improvement in overall efficiency.

We continued to generate strong cash flow of ₹128 Crores and maintain cash balance of ₹104 Crores. With flexible capital structure, we are well positioned to fund our strategic growth plan. In view of the Company's strong performance in FY22, the Board of Directors has recommended a total dividend of ₹8 per share representing 400% of face value and 24% on the EPS. **In addition, the board has approved a ~Rs. 75 crores repurchase of equity shares through an open offer method at an approximate price of ₹2,050 per share, subject to shareholder approval.**

During the year, we opened 45 new branches including 10 new branches in Q4 to support our Company development. This enables us to expand our presence in major emerging markets, notably in the south and north, in order to meet the rising need of SME clients. In addition, we have introduced three new services: Pharma Cold Chain Express, C2C Express and Rail Express, all of which have received great feedback from our clients and are consistent with our expansion as an Indian multimodal express delivery firm. These are new products, and we expect them to make a significant contribution by the end of FY2025.

During FY22, we have incurred a capex of ₹80 Crores towards construction and automation of our new sorting centres and will continue to implement the automation strategy in another sorting centres to enhance overall operational efficiency and ultimately drive profitability further. As part of above capex, we have successfully launched India's first and largest automated B2B sorting centre in March 2022, named as "GIGA Sorting Center," in Gurgaon, spread across 2 lakh square feet and is equipped with 600 metres of fully automated loop sorting system with a throughput capacity of 15,000 packages per hour. Furthermore, the system can

load and unload over 140 containerized vehicles in a single run, cutting parcel handling and vehicle stoppage times by 40% while simultaneously improving operational and fuel efficiency. The method will be adopted at other sorting centres after the successful automation of GIGA. The Our Pune sorting center has been fully operational since June 2021 and the automation will be adopted in FY 23.

We at TCI Express, are committed to manage our operations keeping in mind the care for the environment and ensuring social footprint in order to develop a long-term sustainable business. During FY22, we have invested under CSR activities towards the upliftment of the society and communities. Our approach is built on the foundations of diversity and inclusion. Females workforce make up 12.90 % of our human asset. Our corporate governance principles and procedures are well-defined. We've put together a qualified board with the right mix of talents, experience, independence, and expertise. Our board of directors is made up of 50% independent directors. Hence, we're always looking for innovative methods to support strong governance structures, promote an inclusive workplace culture, and implement environmentally responsible solutions in the locations where we work and live.

In conclusion I would like to mention how pleased I am with our team's development and grateful for the support of all of our shareholders, business partners, workers, and other stakeholders. We are certain that our new and existing services, along with our asset-light business strategy, keep our position intact as a Leader.

sincerely,

Chander Agarwal
Managing Director

Board of **Directors**



Mr. D.P. Agarwal
Chairman



Mr. Ashok Kumar Ladha
Independent Director



Mr. Murali Krishna Chevuturi
Independent Director



Mrs. Taruna Singhi
Independent Director



Mr. Prashant Jain
Independent Director



Mr. Phool Chand Sharma
Non-Executive Director



Mr. Vineet Agarwal
Non-Executive Director



Mr. Chander Agarwal
Managing Director

Corporate Information

Board of Directors

Mr. D.P. Agarwal

Chairman

Mr. Ashok Kumar Ladha

Independent Director

Mr. Murali Krishna Chevuturi

Independent Director

Mrs. Taruna Singhi

Independent Director

Mr. Prashant Jain

Independent Director

Mr. Phool Chand Sharma

Non-Executive Director

Mr. Vineet Agarwal

Non-Executive Director

Mr. Chander Agarwal

Managing Director

Other Information

Mr. Pabitra Mohan Panda

Chief Operating Officer

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

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Email: info@tciexpress.in

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M/s. KFin Technologies Limited

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Tel. +91 40 6716 2222

E-mail: rajeev.kr@kfintech.com

Website: www.kfintech.com

Environment, **Social** and **Governance**

TCI Express provides a broad portfolio of transportation and integrated business solutions through its professional workforce and assiduous stakeholders collectively, collaboratively, and with innovating approaches. We have strong ethics, and principles to deliver seamlessly and efficiently for our customers presently and have in-depth futuristic plans. Our customers, stakeholders and network is a bridge to connect with the communities and ascertain their needs to serve them proficiently.

The Momentous Year 2021

The Fiscal 2021 was a year which impacted the lives and businesses across the Globe. The pandemic COVID-19 has shattered the world economy but disasters also brings opportunities to make the individuals and corporates to strive hard and become stronger to face future unaccustomed and unforeseen challenges. TCI Express workforce and stakeholders toiled hard for uninterrupted supplies in the country when major part of the country was under lockdown to arrest the spread of virus in the country.

Our approach on ESG

As one of the leading and fastest growing Express logistics Company, we understand our responsibility for sustainability of the environmental in which we operate, the safety and well-being of our people, and making communities better places. The Environment, Social and Governance (ESG) and Sustainability are core pillar of our long-term strategy and the Company focuses to reach every nook and corner to serve the deserving communities in the country. The adopted ESG approach is in compliance with our company's mission, ethics, values, and culture. We know that we cannot change

the universe overnight but we do believe that our sustainable efforts for long term will definitely bring the desired impactful changes in the lives of communities. We always ensures to remain focused on prioritize areas decided by our stakeholders. The outcomes always propel us to achieve our ESG commitments, strategies and goals. We prioritize the ESG areas where we use our valuable assets viz. services of talented workforce, transportation network and our expertise in logistics for valuable addition to the society.

During the year, we have undertaken various sustainability initiatives to ensure your company is conscious of its environment, people and stakeholders. In addition, we are regularly collecting feedback from our stakeholders and to ensure that our ESG commitments, strategies and goals are in line with the expectations.

TCI Express, in a move for sustainable development adopting a structured approach through robust ESG systems and processes. We are continuously developing our ESG framework which includes policies, governance principles, goals showcase in an annual disclosure report commencing from next fiscal in compliance with Business Responsibility and Sustainability Report (BRSR), covering 9 principles and will be transitioning from BRR to the comprehensive reporting format of BRSR, in accordance with International

Standards, Global Reporting Initiative (GRI) and Sustainability Accounting Standards Board (SASB) frameworks.

We know that embedding ESG issues in company wide business operations is a continuous improvement process and the qualitative and quantitative metrics captured will help our stakeholders in monitoring and reviewing our ESG performance. We take cognizance of stakeholder inputs and believe that continued engagement and collaboration are key to our progress. With the support of our stakeholders, employees and business associates, we are confident that TCI Express will touch greater heights in its journey of sustainable development.

Environment & Social

We are continuously innovating to cater the growing needs of supply chain through our agile, asset light business model to offer value added services to our customers. We believe that great technology in the hands of highly engaged employees is the key to differentiating our services and delivering tangible value to both our customers and investors. We have made significant progress in this area and successfully commissioned India's first and largest automated B2B sorting center in Gurgaon, named "GIGA Sorting Center" spread over a 2 lakh-square-foot area equipped with 600 meters of fully automated

loop sorting system, which will enable in reducing parcel handling time and vehicle halting time by 40%

TCI Express has become the first logistics company in India to install solar panels on its sorting center (Pune & Gurgaon) and should be self-sufficient to meet the energy requirements going forward. These new age energy sorting centers are in line with Company's vision to 'make a qualitative difference to our society and environment'. We are relentlessly working toward investment in automation and implementation of business intelligence tools to reduce turnaround time and enhance operational efficiencies in the long run by reduction of direct cost.

We know that our business has an impact on the environment, and we remain steadfast in our commitment to minimize these impacts. We believe in long-term performance, transparency, innovation, and leadership. Our initiatives addresses to improve efficiency, reduce costs, and protect against risks. We are striving to bring desired environmental footprints in vehicle fleets and facilities

and materials. TCI Express has focused on various environmental initiatives viz. renewable energy, carbon foot printing, waste management, rainwater harvesting and behaviour change strategies. Workforce and stakeholders are encouraged to implement sustainability strategies. They are periodically capacitated on reducing fuel emissions, renewable energy use, clean technology and waste in the workplace. We are closely working with our NGO partners TCI Foundation, TCI Express Foundation, TCI Charities and others to reach to the unreached communities in the country. Our company is dependent upon vehicle fleet and we intends to reduce emissions of vehicles by using updated and advanced technologies, and state-of-the-art operations. Our vehicle efficiency efforts will create value for our stakeholders by reducing costs, which will contribute to societal efforts. We are committed for carbon neutral strategies and are foreseeing on-site renewable energy generation to reduce our GHG

footprint. This energy can be used to replace traditional diesel generators. We are working to optimise packaging, reduce packaging waste, and maximize recycling to make the best use of our resources, reduce emissions, and ship packages more efficiently.

The Company has integrated several initiatives into our operations to promote environmental protection. The Company has been consistently integrating eco-friendly technologies into business practices and has been enforcing strong environmental policies with its value chain partners including:

- Investments in renewable energy and energy efficiency
- Reducing our carbon footprint
- Digitalization to reduce paper waste and effective waste management
- Rainwater harvesting
- Engaging the community to adopt environmentally friendly practices.



People and Culture

Our people are the greatest strength and the backbone of our organization. To ensure a rewarding workplace that is safe, welcoming, and supportive of professional growth, our highest priority is to provide a welcoming environment. The positive working environment in the company leads to conducive atmosphere and enables our workforce to deliver the best quality controlled services to the customers, which generates profitable business and networking for long term success to our business. Safety is of paramount importance of our business. We strongly believe that we grow as a community when each of us strives to better the lives of those around us. We are committed to make our workplaces and communities safer for our workforce, customers and public at large. We invest in long term health projects for the well-being of workforce, communities and vehicle fleet. We implement workplace safety using innovative technologies to safeguard the interests of everyone associated with our business. The success of our business depends

on the talented, loyal, and healthy workforce. We emphasize to recruit, retain, develop, and provide progressive opportunities for our workforce. TCI Express is an equal opportunity corporate with diverse, inclusive, equitable, and growth-focused company, where everyone have the opportunity to flourish. We adhere to the statutory rules pertaining to human rights, labour laws, exploitations, ethics and many more. Our governing board, stakeholders and workforce toiled hard during COVID-19 pandemic and supported the underprivileged and deserving communities in medical treatment rehabilitation.

Our trust in the workforce and investment in their skill development have yielded exceptional results

for us time and again and this has been validated by the fact that we have been recognized as 'Great Place to Work', third year in a row. Safety is of paramount importance of our business. We are committed to make our workplaces and communities safer for our workforce, customers and public at large. We invest in long term health projects for the well-being of workforce, communities and vehicle fleet. We implement workplace safety using innovative technologies to safeguard the interests of everyone associated with our business. The success



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and deserving communities in medical treatment rehabilitation.

Compliance & Governance

TCI Express's Board of Directors and its committees oversee the sustainability commitments and accomplishments. The Board reviews the initiatives to align with our stated values and long-term strategy and sustainability. The Corporate Social Responsibility (CSR) Committee monitors and evaluate the CSR strategies and programs with respect to sustainability. We take appropriate measures to ensure that our

business practices are honest, transparent, and in compliance with the law and enhancing sustainable and stable relationships with business partners and integrate environmental, social, and governance metrics into management processes.

The core of our safety culture is rooted in the way we think about our company and our responsibilities at work. Safety is our top priority, and it touches every aspect of our business. Our Risk Management, Code of Conduct and data privacy policies are in place to protect the interests of the stakeholders, customers, and communities. We are always been committed to fostering an environment of transparency and honesty in which employees feel safe to raise concerns about unethical, unacceptable, or fraudulent practices or activities.



Corporate Social Responsibility

We, at TCI Express, define CSR as its dedication to fusing social, environmental, and economic goals with business operations and expansion, employing measures to uphold our commitment to conducting business in a way that is sustainable on all fronts, including the economy, society, and the environment.

In order to serve the community effectively and efficiently, the Company has established its CSR development arms, TCI Foundation, TCI Express Foundation and TCI Charities and contributed ₹2.40 crores towards its CSR activities.

These social arms with the motto of equality and a better life for all citizen, have carried out CSR activities, through a variety of structured interventions in the areas of:



Promoting education



Sports development



Rural and community development



Skill development



Healthcare



Pandemic relief measures



Environment and animal welfare measures



Awards & Recognition



Enlisted among 500 most valuable non-state-controlled companies by Hurun India in 2021



Building a high trust & Performance culture



The Economic Times Iconic Brands of India



Business Superbrand of 2021-22



Ranked 418 in Top 500 Companies based on Market Cap, as on March 31, 2022



Credit Instruments rated by two leading Credit Rating Agencies



"Most Preferred Brands 2021" award within the category of "Express Logistics Company"

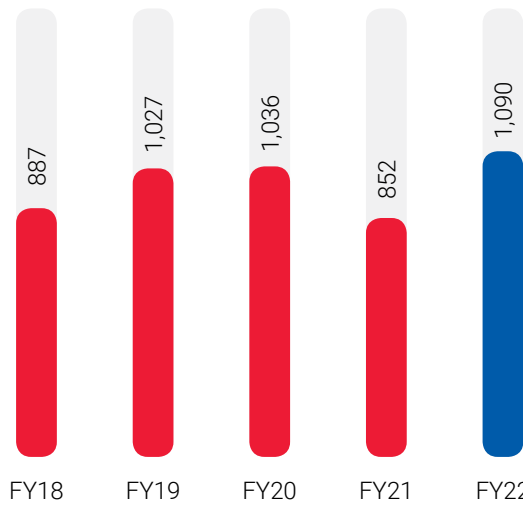


SCALE award for the best "Express Courier" company by CII Institute of Logistics in Dec-2021

Financial Performance

Revenue

(₹ in Crores)



PAT & PAT Margins

(₹ in Crores)



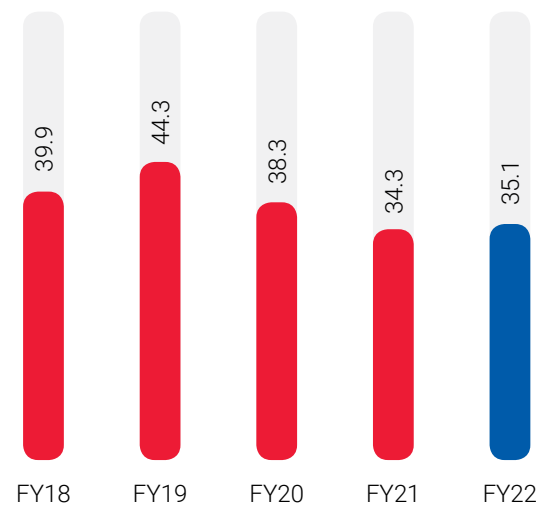
EBITDA & EBITDA Margins

(₹ in Crores)



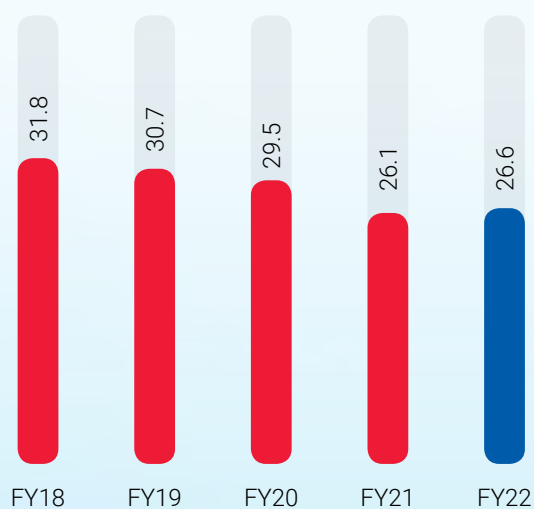
Return on Capital Employed

(%)



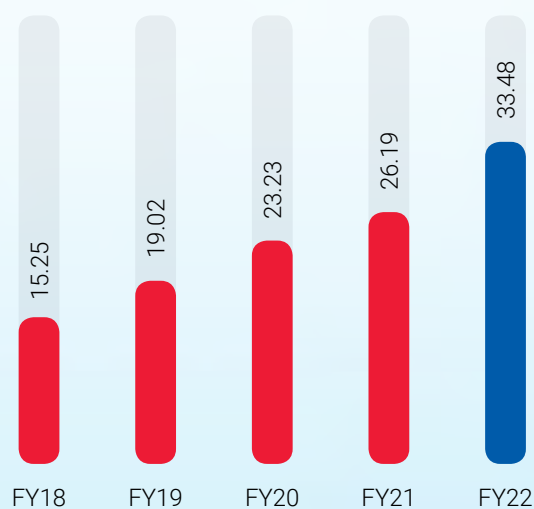
Return on Equity

(%)



Earnings per share

(₹)





Management Discussion and Analysis

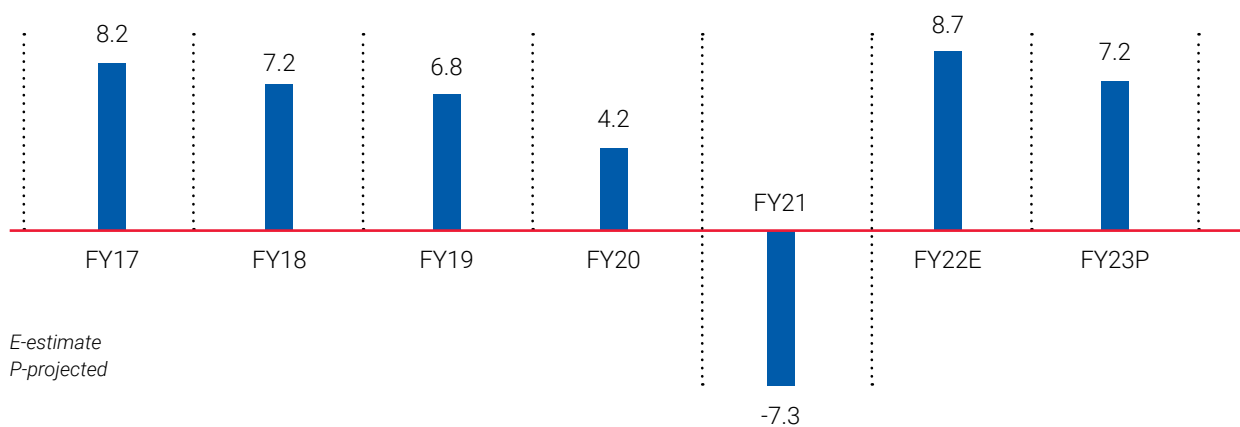
Macro-Economic Overview

Indian Economic Overview

The prognosis for the Indian economy looks to be stronger than it was in FY21 on practically all parameters, with the regulated opening up taking place in FY22. India's GDP rose to 8.7% in FY22 after shrinking by 7.3% the previous fiscal year. The GDP growth in FY22 has surpassed the pre-pandemic levels.

- Widespread vaccination, the benefits of supply-side reforms and regulatory liberalisation, sustained export growth, and a boost in capital spending as a consequence of fiscal support
- The gross Goods and Services Tax (GST) revenue collection hit an all-time high of ₹1.68 trillion (US\$ 21.73 billion) in April 2022. This is a 20% increase over the previous year
- The per capita income rose by 18.3% in FY22 as compared to the previous year, resulting a better standard of living and prosperity of the nation such as increased household income and enhanced spending capacity of the population
- India is expected to continue to be the world's fastest growing major economy. Overall economic activity remained constant due to factors like increased capex budget, bridging of infrastructure gaps by Government Initiatives, increased foreign investments and generation of employment through Production Linked Incentive (PLI) Scheme among others

Indian Economy Growth Output (%)



In terms of sectoral growth, the agriculture sector increased by 3.9% in FY22, somewhat higher than the previous year's 3.6%. The industrial sector has made a tremendous return, going from a fall of 7% in FY21 to an expansion of 11.8% this fiscal year. Manufacturing, construction, and mining witnessed similar growth trajectories. Despite the effects of the global pandemic, India's balance of payments has been positive for the previous two years. Government consumption has contributed significantly to this recovery, with private consumption also rebounding to pre-COVID-19 levels. The Index of Industrial Production ('IIP') components, as well as the eight-core index, have rebounded in a V-shaped pattern, returning to pre-pandemic levels. The IIP increased by 11.3% year on year in FY22, compared to an 8.4% contraction in FY21.

The Reserve Bank of India (RBI) was able to maintain its foreign exchange reserves, which stood at US\$ 607 billion



as of March 31, 2022. India's overall exports has touched its all-time high figures in FY 2022, US\$ 669.65 billion, jumping by 34.5% compared with the previous year. Foreign Direct Investment (FDI) has established itself as a strong pillar of the economy, with inflows continuously increasing in recent years. Equity flows topped US\$ 60 billion in FY21, and is expected to remain above US\$ 65 billion in FY22. This increase in foreign investment in capital incentive areas of the economy would provide a significant boost to the economy.

According to the RBI, India's GDP is expected to increase by 7.2% in FY23. This recovery is projected as a result of increased vaccination rates and minimal economic effect. Increased foreign investments, as well as Government initiatives like Aatmanirbhar Bharat and Production-Linked Incentive (PLI) programmes, have provided the economy a much-needed boost, allowing it to recover. According to IMF, India is expected to remain the fastest growing major economy in the world during 2021-24. However, uncertainties regarding the impacts of rising inflation, potential COVID-19 outbreak and geopolitical crisis still remain.

(Source: IBEF – Indian Economy Overview, <https://www.fortuneindia.com/macro/indias-per-capita-income-remains-below-pre-covid-19-level-in-fy22/108416>)

India's Micro, Small and Medium Enterprises (MSME) sector to Drive Economic and Logistics Growth

Over time, the Indian MSME sector has made important contributions to the nation's economic and social growth by encouraging entrepreneurship and creating vast job possibilities at a cheap capital cost. Over the last five decades, the Indian MSME sector has grown as a lively and active sector of the Indian economy, contributing considerably to India's recovery from the pandemic.

There are roughly 6.3 crore MSMEs in India. The MSME market in India, alone is employing over 11.10 crore people, and is considered to be the engine of economies throughout the world. The industry accounts for 27% of India's GDP and is critical to the economy's functioning, particularly in terms of job creation, exports, and lending possibilities. The MSME Ministry stated in August 2021, a goal of increasing MSME contribution to GDP to 50% by 2025. As a result, the Government intends to expand the country's industrial base and boost MSMEs' competitiveness.

MSME has also had a 50% share of exports over the past five years. MSME industries that are dependent on exports have been recovering and will continue to do so in the



coming fiscal year. As the global economy improves and multinational companies follow the China-plus-one strategy to diversify their supply chains, the export-linked MSMEs will continue to provide appealing prospects for the overall Indian economy. The overall growth in the MSME space would open vast opportunities for the logistics industry across India. While the future appears bright, short-term risks like geopolitical conflicts and growing global commodity prices need to be considered.

Budget allocation for MSME sector

- Budgetary allocation for MSMEs have increased from ₹157 billion in FY21 to ₹214.42 billion crore in FY22 (up by 26.71%)
- The ECLGS (Emergency Credit Line Guarantee Scheme) was extended until March 2023. In addition, the guaranteed cover has been increased by ₹50,000 crore. The total amount available under the plan would rise to ₹5 lakh crore
- The credit guarantee trust for MSMEs is going to be revamped, with an additional ₹2 lakh crore allocated to the sector's growth. This will also provide MSME-focused institutions, the confidence to grow loans to the MSME sector on the basis of a credit guarantee
- Union Budget 2022-23 authorised an increased funding of ₹19,500 crore, under this Production Linked Incentive (PLI) plan to stimulate solar module production. This step, according to the finance minister, would help local manufacturers attain the targeted goal of 280GW of installed solar power by 2030

(Source: IBEF, Economic Times, First Post)

Indian logistic industry overview

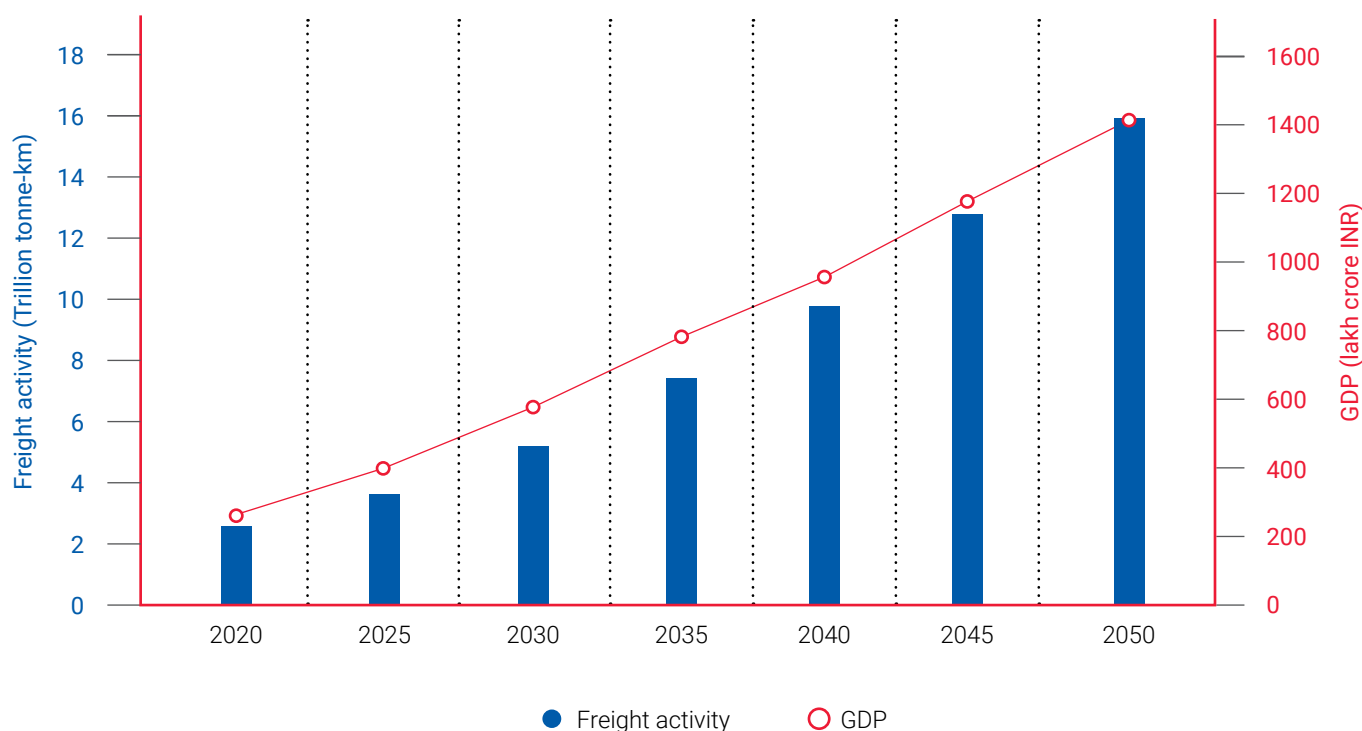
The logistics business in India, which is regarded as the country's lifeline, is of exceptional importance since it connects diverse markets, suppliers, and customers throughout the country, and it is now firmly implanted as an important element of the national GDP value chain. The logistics sector now accounts for 13-14% of India's as estimated by Niti Ayog. Currently at US\$ 400 billion, over the next five years, India's logistics market is predicted to develop at an annual compounded growth rate of 8%, reaching US\$ 600 billion by 2025. Several factors will aid this development, including the rapidly growing B2B business, future technological breakthroughs, and a rising retail sales market.

The logistics business in India includes over 10,000 different products and creates over 4.6 billion tonnes of freight per year. As the population has expanded and living conditions have risen, consumers and businesses have demanded and consumed more commodities, increasing the need for freight transportation. India's logistics system is constantly being improved. Between 2007 and 2016, India raised its score on the Logistics Performance Index (LPI), a World Bank measurement used to assess a country's

logistics capabilities, from 3.07 to 3.42. Infrastructure developments, regulations and programmes along with technical and digital enhancements in the logistics supply chain all contributed to this achievement.



Projected freight activity and GDP growth in India





Strong growth supported by Government reforms, transportation sector development plans, rising population, and Government focus on helping India emerge as the world's next manufacturing hub and the new global nerve centre of multinational supply chains as part of its 'Atmanirbhar Bharat Abhiyan' are likely to drive the industry's growth. The Government has also made 'Make in India' a central policy programme to support and accelerate the country's manufacturing sector's growth.

(Source: Fast Tracking Freight in India – Niti Aayog, Logistics Skill Council, Redseer)

Government initiatives

The Indian logistics business has gained pace in recent years. Several factors, including improved infrastructure across the country, opportunities in emerging markets and channel alliances, urbanisation, faster adoption of newer technologies and digitalization, increased consumer preference for shorter delivery times, and deployment of innovative techniques for fast product delivery, are all acting as catalysts for the logistics industry's growth.

Key policy support from the Government

Make in India attempts to lessen India's dependency on other countries for commodities manufacture and related infrastructure. It is a Government project that provides focused expenditures to encourage local product manufacturing and infrastructure development.

Impact: Demand for freight mobility and supply chain solutions would rise as manufacturing activity expands.

Logistics Efficiency Enhancement Program (LEEP) is meant to increase freight transportation efficiency by lowering related costs, transit time, and logistical processes including product movement and tracking through infrastructure, technology, and process interventions.

Impact: Logistics expenses are projected to decrease as a percentage of total products value.

Digital India's objective is to facilitate the digitalization of the supply chain, which will increase logistical efficiency. This flagship initiative aims to convert India into a digitally empowered society and knowledge economy.

Impact: The logistics industry's efficiency is projected to increase as a result of the digital drive, with fewer empty fleets and shorter wait times.



National Logistic Policy strives to lower logistical costs as a percentage of GDP and boost India's economic growth by making the logistics industry seamless and integrated.

Impact: Expected to build a single-window e-logistics market with an emphasis on job creation, skills development, and making MSMEs competitive along with increasing warehousing capacity and identifying areas for standardisation and optimisation.

Faster Adoption and Manufacturing of Electric Vehicles (FAME II) policies will encourage the adoption of electric vehicles and accompanying charging infrastructure for freight EVs. The Government of India has launched a subsidy programme to encourage the manufacture and use of electric vehicles.

Impact: This is a step towards sustainability and reducing the logistics industry's overall carbon footprint.

Bharat Stage (BS) Emission Norms

are emission regulations established by the Government of India to reduce criterion pollutant emissions from motor vehicles and enhance vehicle economy.

Impact: Improving vehicle economy while reducing environmental impacts and improving air quality.

Govt blueprint for India@2047, future-ready India is a vision to honour the country's 100th year of independence. As part of the vision, urban planning and infrastructure are one of the focus areas.

Impact: The development of infrastructure and 'future-ready' urban space is the major area of focus along with making sure that villages have access to quality facilities.



India's Road logistics Infrastructure

Mobility is the foundation of any nation's development. Consistent attempts are being made to drive the Indian logistics paradigm toward a brighter tomorrow by investing in the country's infrastructure. Recognizing the crucial significance of the logistics industry in the country's future, the Government of India (GOI) is taking a number of steps to improve its logistics performance. Government initiatives for various infrastructure projects are as follows:

Bharatmala Pariyojana

It is aimed at the construction of economic corridors with a length of nearly 26,000 km, which, along with the Golden Quadrilateral (GQ) and the North-South and East-West (NS-EW) Corridors, are anticipated to transport the majority of the volume of freight traffic on roadways. Additionally, about 7,500 km of feeder routes and 8,000 km of inter corridors have been discovered to increase the efficiency of the NS-EW, GQ, and economic corridors. In order to reduce traffic

congestion and increase logistical efficiency, the initiative calls for the construction of elevated corridors, bypasses, and ring roads in 28 cities. Additionally, 125 choke points and 66 congestion spots need to be improved. Additionally, 35 places have been chosen for the creation of Multimodal Logistics Parks in order to decrease congestion on projected Corridors, improve logistic efficiency, and lower the logistic costs of freight movements.

Special Accelerated Road Development Programme – North East (SARDP-NE): This scheme has three parts:

The Government has authorised three phased Special Accelerated Road Development Programme – North East SARDP-NE) which includes Phase 'A', Phase 'B' and Arunachal Pradesh Package of Roads and Highways. Phase 'A' calls for the upgrading of about 4,099 kilometres of road (3,014 km of NH and 1,085 km of State roads). By 2023–2024, the SARDP-NE Phase 'A' is anticipated to be finished. After Phase "A" is finished, Phase "B" of the SARDP-NE will begin which entails 3,723 km of roads. The



Arunachal Pradesh Package for Road & Highways, which calls for the construction of 2,319 km (2,205 km of NHs and 114 km of State/General Staff/Strategic Roads), has also received Government approval. By 2023–2024, the complete Arunachal Pradesh is expected to be finished.

(Source: <https://morth.nic.in/sardp-including-arunachal-pradesh-package>)

Growth Drivers for Indian Logistics Industry

Digital Transformation

Digitalization improves speed and streamlines procedures. Most significantly, it improves the consumer and client interaction, resulting in increased trust. Many automated sorters and handlers, as well as IoT devices, are gradually being installed in sorting centre around the country. This is anticipated to help in-house logistic operations in saving time. In addition, significant required measures like as FASTag, RFID tags, and GPS/GSM trackers for all commercial vehicles are expected to boost the Indian logistics industry's growth. Logistics companies, in particular, are also using chatbots to keep their customers updated about their shipments.

Rising export prospects

With each passing day, many Indian companies get exposure to high end brands and industries in unusual niches. As a result, both international exports and local consumption are increasing. Production facilities are in far better shape than they were previously. The production quality has also improved. The Government has implemented several new rules, such as "Zero Defects, Zero Effect," in order to raise our country's global ranking.

GST and E-way Bill

Government reforms are transforming the Indian logistics industry. In recent years, measures like GST and E-way bill have given the industry a major boost. The sector is going towards consolidation and efficiency (turnaround time has decreased by 20%) with the elimination of state-level taxation under GST. The e-way law has enhanced road freight business transparency. These changes have accelerated growth and formalisation.

Green Energy

The Government is dedicated to using 100% green and clean energy for public transportation and logistics. The prime minister's national hydrogen mission is to advance hydrogen technology for the transportation industry and establish India as a global leader in the production and application of green hydrogen. Electricity prices account for 70% of the expenditures associated with producing green hydrogen. Therefore, excess power from renewable

energy sources has the potential to drastically alter the economics of producing green hydrogen. According to the Government, green hydrogen is the only fuel that can help us accomplish our goal of having no carbon emissions in the future.

(Source: <https://www.itln.in/india-committed-to-shift-logistics-to-100-green-clean-energy-sources?infinitescroll=1>)

Key Concerns for Indian Logistics Industry

- The lack of coordination between transportation networks, warehousing, and distribution facilities could resulted in a surge in logistics costs
- Varying regulations at the local, state, and national levels could complicate the implementation of seamless logistics value chain
- Scarcity of trained labour could potentially diminish efficiency and lower output, thereby impacting the logistics business
- Damage to goods caused by incorrect storage, could have a potential impact on the costs for the logistics businesses
- Rise in the fuel price has a high impact on the operational cost of logistic industry

Indian Express Logistics Industry

Businesses require logistics services in order to reach out to clients and deliver products on time. The express sector meets the requirement for time-sensitive logistics service by building and integrating door-to-door connection across local and international locations, as well as shipment tracking systems. Surface express logistics is the most common means of transportation in India, followed by air express.

Globally, India is one of the fastest growing express industry. Express market is most organized and highly competitive segment in domestic transportation industry. The sector is categorised with the organisation having their own networks, well governed operations and strong use of technology.

In comparison to conventional shipping, express logistics transportation provides more value in terms of time and product safety. Air mode is used for highly time critical shipments, whereas surface express mode is used for other time sensitive materials that require comparatively faster delivery in order to promote efficiency through lower TAT. Although practically every business employs express logistics services, the usage varies greatly. Apparel, Pharma, Auto and electronics are among the key customers of this service.

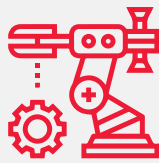
Key Sectoral Focus for Express Logistics



Pharmaceuticals

As per CARE Ratings, the market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion.

The pharmaceutical industry is a key user of the express logistics industry. Usage of express logistics is significantly high in the case of API, exports, medical devices and samples. As per estimates, the pharmaceutical industry contributes around 16% of domestic and international B2B express logistics.



Engineering

The global machine tools market is projected to grow from a CAGR of 5.5%. Managing inventory plays a crucial role and for this express logistics companies support in maintaining sufficient inventories to these companies fulfilling all the demands made by the clients.



Telecom Industry

According to the latest data revealed by TRAI, India's telecom regulator, the total telecom revenue jumped up by 13% YoY to \$ 26 billion during the financial year ending 2022. The telecom industry is also a major consumer of the express logistics industry. Tower fabrication and logistics together contribute to 25% of the total costs in the telecom sector.



Consumer durables

India's consumer durable market is estimated to be at \$ 21.5 billion in 2021 and likely to reach \$34 billion by 2025.



Automobile Components

The auto component industry is estimated to reach ₹7,756 billion by FY 2027, growing by 15.35% over FY2022-23.

The auto and auto component industry contributes significantly to the express industry through OEM business and major part of the aftermarket spares movement. About 15% of the domestic B2B express business is composed of autos and automotive components.



Textile Industry

India's domestic textile and apparel market is projected to reach market size worth \$ 190 billion by 2025-26 from \$ 75 billion in FY21. The apparel industry contributes significantly to the express logistics business, with an even higher share for the season fashion clothing. Textile, apparel and non-apparel contribution in B2B express logistics is around 13%.



Retails, Supermarkets

The retail industry has resumed its growth trajectory and is likely to witness 10 per cent annual growth to reach US\$ 2 trillion by 2023.

Recognizing the key role of logistics in overall customer experience, e-retail companies are increasing their investments in in-house logistics divisions. Omni channel retailing and delivery through local retailers are the newest trends in the logistics sector.



Plastic and Plastic Products

The industry achieved exports of USD 13 billion in 2021-22 with a growth of 30 percent and lauded the export target of USD 25 billion it has set for the year 2025. Managing inventory plays a crucial role and for this express logistics companies support in maintaining sufficient inventories to these companies fulfilling all the demands made by the clients.



Apart from the above, key sectoral focus for express logistics extended to other industries include metals and metal scrap, woods and timber products, paper and paper boards, IT hardware, office automation, cosmetics and toiletries, agriculture, seeds, rubber and rubber products, cottage industry and handicrafts.

TCI Express has a long-standing relationship with major customers across high-value segments. These esteemed customers are significantly creating value in driving economic growth. Our presence across all the major sectors has helped us drive growth and deliver growth each year.

Our customer portfolio comprises both large and growing retail customers. We pride ourselves on being able to operate across the entire value chain and even help start-ups to flourish. Additionally, higher disposable income, increase in consumer spending, shifting customer behavior, increasing trends in the e-commerce industry have resulted in a spurt across all major verticals with strong growth.

Government initiatives

Last few years various Government initiatives has very positive impact on Express logistics segment. Some of which are as follows:

Goods & Service Tax: Prior to the GST regime, inter-state movement of goods in India was subject to many taxes and clearances. With GST, service users no longer need warehouses in so many locations. GST has made cross border movement very easy and has given more avenues of cross border transportation and delivery to customers, wherein express industry plays a vital role.

E-way Bill: E-Way bill helps in the elimination of state boundary check posts and physical paperwork which facilitate vehicles' movement across the states and reduce

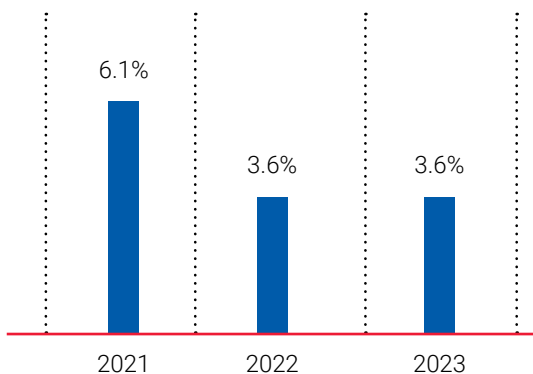
their overall turnaround time. Additionally, nowadays many companies are integrating e-way bill with RFID tag and GST portal to enable faster movement of goods.

Digitization: In order to simplify customs procedures and elimination of bureaucratic obstacles, e-SANCHIT is such a digital push in Indian Customs. It provides the facility to lodge their clearance documents online at a single point. This saves significant time and makes express movement very smooth.

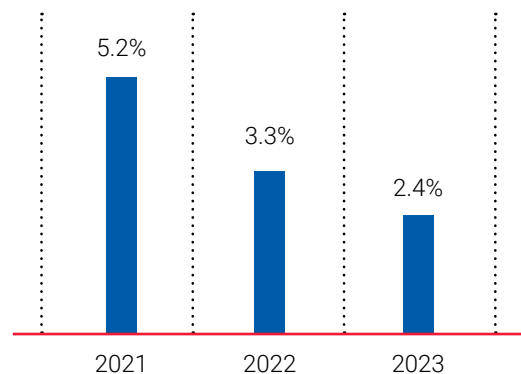
Infrastructure Development: Various Infrastructure projects initiated by Government related to logistics and highways have worked in favor of express industry with better infra transit time and reducing turnaround time significantly.

Growth Projections

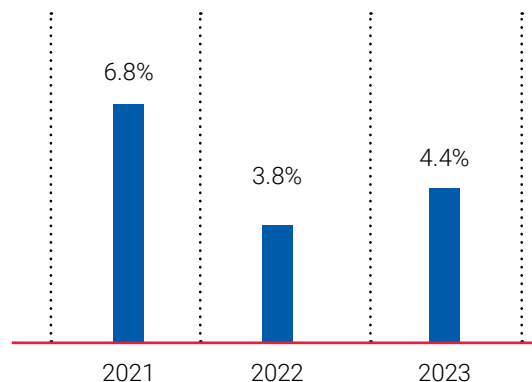
Global Economy



Advanced Economies



Emerging Markets & Developing Economies





Global Economic Overview

Economic advances have been encouraging, despite facing challenges as the world approaches the third year of the COVID-19 crisis. The good news is that output in numerous nations recovered in CY2021, following a large dip in CY2020. In CY2021, the global economy grew at a rate of 6.1%. Reduced pandemic impacts and the commercial introduction of several vaccines were the driving forces behind this. Along with international policy assistance from Governments and central banks.

International trade has stepped up, and higher commodity prices are benefiting many developing countries. In a period of severe global shocks, domestic financial crises and foreign debt restructuring have been less common than anticipated. Vaccination rates have risen significantly in advanced economies and many middle-income nations. As a consequence, the developing nations' GDP increased by 6.8% in CY2021, while the established economies grew by 5.2 %.

Global commerce is predicted to moderate in CY2022 and CY2023, in line with the overall pace of growth. Supply chain issues are projected to fade later this year, assuming the pandemic eases through CY2022. The resulting reduction in global products demand will also aid in the reduction of imbalances. Until at least 2023,

global unemployment is anticipated to be higher than pre-COVID-19 levels. The implications of which may be felt in labour markets all around the world, while recovery patterns vary significantly. The most optimistic signals of recovery may be seen in Europe and North America. On a national basis, high-income nations are seeing the fastest labour market recovery, while lower-middle-income countries are experiencing a modest phase.

With economic activity returning to normal across sectors and countries, the global economy appears to be on the mend. The global economy has adjusted to the COVID-19 pandemic's aftermath. With lower daily infection rates and a significant portion of the population immunised against the virus, COVID-19 infections have been on the decline. Projecting an optimistic outlook for the global economy going ahead. The impact of the current geopolitical situation in Ukraine, as well as rising petroleum prices, must be closely monitored. CY2021 has witnessed a significant boost in overall output, consumption, and commerce. All major nations have gradually opened their borders to enable free trade and travel, which has boosted growth in both developed and emerging economies. In CY2022, global GDP is predicted to rise by 3.6%, with Emerging and Developing Economies rising by 3.8% and the Advanced Economies growing by 3.3%.

(Source: World Economic Outlook April, 2022, World Economic Overview 2022)

Global Logistics Industry Landscape

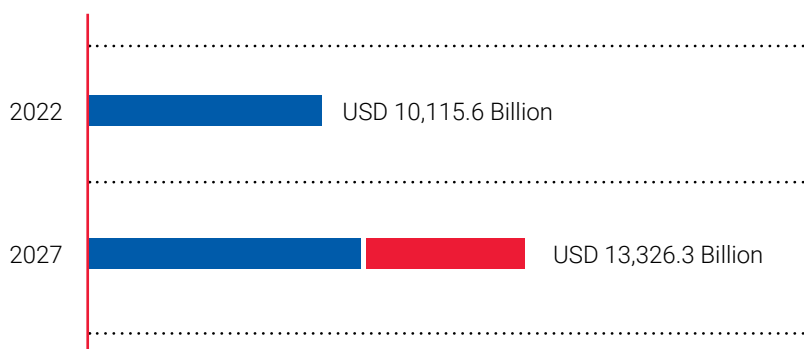
Global logistics is the process of controlling the movement of commodities through the supply chain, from the point of manufacture to the point of consumption. The global logistics market as it exists now is the outcome of a convergence of supply and demand dynamics. The global logistics market's main demand driver is the fast proliferation of trade agreements among various Governments. Increased consumption, continuous growth in industrial operations, growing commercial activities in

emerging nations, and ongoing supply chain reconfiguration to transport products more swiftly and effectively have all spurred growth in global logistics in recent years.

The global logistics market was worth almost US\$ 9,525.1 billion in 2021. The market is expected to increase at a CAGR of 5.7% between 2022 and 2027, reaching a value of US\$ 13,326.3 billion. The pandemic has clearly revealed the fragility of global supply chains, which will continue to be a challenge for the logistics sector this year. To be properly prepared to adapt to the crisis and, ideally, to a post-COVID-19 period, a high degree of flexibility and tight coordination amongst all partners in the supply chain is essential.

Global Logistics Market

Market forecast to grow at a CAGR of 5.7%



The logistics sector now encompasses a wide range of services, including air, road, rail, and sea transportation, as well as allied services like storage, handling, and stevedoring. The global logistics industry has undergone dynamic shift since the spread of the covid-19 pandemic, from a shift in global supply chains, shipping patterns, and exceedingly high demand, to panic buying and extraordinary freight rates. Technology innovations such as automated material handling equipment, biometrics, and GPS, among others, have helped organisations and enterprises function more efficiently, boosting the global logistics sector. Other factors driving market expansion include an increase in internet commerce and the growing popularity of online shopping.

According to industry analysts, the global transportation and logistics business will play a critical role in the seamless delivery of goods and the rising need for logistics that is expanding throughout the world in the future. Easy

return and refund policies, also known as reverse logistics procedures with tracking features, are projected to offer additional fuel to the business.

(Source: Global Logistics Market Report 2022 by Research and Markets, Businesswire)

Key Trends in the Global Logistical Industry

3D Printing to Produce Products On-Demand

In the logistics business, 3D printing is a growing concept. Companies are expected to use 3D printing to transform their business model from mass manufacturing to just-in-time production. This means greater customisation and less time spent on things that may or may not be ordered or desired by customers. Furthermore, manufacturers may create parts that are specifically customised to the demands of each customer. This will further minimise waste and improve manufacturing process efficiency.

Last-Mile Delivery

The phrase "last-mile delivery" refers to the final leg of the delivery process from warehouses and distribution hubs to the ultimate client. Many entrepreneurs are focusing on delivering items locally in order to give a more customised experience to their clients. This has had an impact on the logistics sector, which has been witnessing a transition towards changing its business models and processes to adapt to these disruptions and unlock growth opportunities.

Cloud Computing

Adopting this new technology to streamline operations may provide considerable benefits to logistics companies. Easy scalability, better dependability, and lower costs are all advantages of cloud computing. It is expected to enhance fleet management including shipment tracking, documentation, fleet monitoring, and more. Other advantages include less device maintenance and enhanced data security through encryption. Shippers may use these new technologies to cut costs, boost productivity, and streamline back-office processes. Cloud computing is predicted to rise dramatically during the next five years as a result of its growing popularity.

Artificial Intelligence (AI) Applications

Using data analytics tools and AI, fleet management becomes more efficient. It can assist in route optimization based on weather or traffic patterns. This sort of software is expected to provide competitive advantage by allowing the Logistics Companies better plan for changes in demand and supply. In the field of freight management, AI has several applications. It also aids in making more accurate forecasts

about a vehicle's condition, which may aid in fuel allocation and maintenance scheduling. Although AI is currently being utilised in the freight management industry, there is still space for it to expand. AI will become an integral aspect of fleet management as innovation and development continue.

Blockchain

The decentralised nature of Blockchain works well for logistics software that deals with payments, fleet management, and shipment tracking. The finest feature about Blockchain is that data can't be changed once it's been written, and anonymous miners validate each transaction.

Outlook

Post pandemic related economic halts with year long various disruptions coupled with geo-political imbalance due to Russia-Ukraine war has seen the course of global economy towards more challenging path. On the other hand, a rigid resilience with prompt government measures to rebound the economy has set India as the fastest growing economy in FY 2022 which eventually helped the industries to flourish. As per the logistic industry India is set to develop with world class logistic infrastructure backed by unhindered government's support and growing export prospects. All these facts together create an optimistic future for the logistic industry and capitalising the same, TCI Express is also determined to better tomorrow while constantly indulge in creating value for its stakeholders.





Corporate Overview

TCI Express is recognised as one of India's leading players in the express logistics industry, with a commitment to deliver value beyond expectations. It provides first and last mile delivery services that are tailored to the need of various sectors. The Company provides services such as Surface Express, Domestic and International Air Express to high value manufacturing Companies. Our extensive and Pan India network enables the Company to reach more than 95% of India's pin codes. The Company has a strong foundation with 28 state-of-the-art sorting centres, 500 express routes, 2,500 feeder routes, 900+ branch 40,000 pick up and 50,000 delivery points and 5,000+ containerized trucks as part of its network. The Company recently introduced three new services to its existing service bouquet: Pharma cold chain express service, Rail Express and C2C express service.

TCI Express focuses on expedited freight delivery, with a particular emphasis on the booming B2B industry. Rising to become the industry's premier delivery service provider, we are the only express freight Company in India with its own infrastructure and services that are available on Sundays, holidays, along with facilities for late pickups.

TCI Express's long-term success is built on a strong network advantage and industry-leading supply chain knowledge. Our network strength is composed of our service centre network, as well as the strength of our client connections in over 208 markets that we operate in. TCI Express has the ability to work in a volatile environment with the ability to manage uncertain and complex situations and at the same time respond to client demands effectively.

Our Core Competencies

- Diversified business model catering to all the major manufacturing industries
- Fastest B2B Express Delivery Company in India
- Asset light strategy enables the Company to retain better utilisation while driving good cash flows
- Use of innovative technology to improve cargo visibility and data communication, resulting in cost savings
- All branches are Company owned which ensures adoption of best standards and operating procedures

Key operational highlights of FY22

- TCI Express expanded its footprint in major business geographies by opening new branches in metro areas, especially in the South and West. We have added 45 branches in FY22
- During the year, the Company has spent ₹80 crores on the construction and automation of new sorting centres
- With our newly developed Gurgaon sorting centre, TCI Express will be the first B2B express delivery operator in India, to implement a fully automated loop sorting system for big freight
- Our sorting centre at Pune has become operational. The 1.5 lakh sq. ft. sorting centre, in strategic terms, will strengthen our services in the Western India
- TCI Express has established Rail Express, a one-of-a-kind service aiming at providing high-value service at a cheaper cost. This would allow for faster transit times at reduced costs, as well as the optimization of economies of scale at branches and routes
- Appointed dedicated teams to handle the new business offerings and guarantee the effective execution of business strategies to achieve long-term Company growth
- During the year under review, the Company has managed to achieve 85% capacity utilization in its outsourced fleet
- Adhering to its environmental footprint commitments, TCI Express is decreasing its conventional power usage with increased adaption of the solar renewable energy in its sorting centers

Financial Review and Performance

The Company's financial statements were prepared in compliance with Indian generally accepted accounting standards (GAAP).

(₹ in crores except as stated)

Particulars	FY22	FY21	Y-o-y growth
Operating Revenue (₹)	1,081.47	843.99	28.14
Profit Before Tax (₹)	172.01	132.22	30.09
Profit After Tax (₹)	128.84	100.60	28.07
Cash Profit (₹)	141.61	110.78	27.82
EPS (₹)	33.48	26.19	27.84
Receivable (days)	51	48	6.25
Net Working Capital Cycle (days)	14	11	27.27
Cash Conversion Ratio (%)	70.00	72.00	(2.78)
EBITDA Margin (%)	16.79	16.67	0.72
PAT Margin (%)	11.82	11.82	0.00
Return on Equity (%)	26.55	26.10	1.72
Debtors Turnover Ratio (times)	7.11	5.94	19.65
Interest Coverage Ratio (times)	190	170	11.81
Current Ratio (times)	2.93	2.64	10.98
Debt Equity Ratio (times)	0.002	0.001	(22.64)
Operating Profit Margin (%)	32.22	32.85	(1.92)

Total revenue: The total income from operations for the Company has increased by 27.95% to ₹1,089.64 crores in 2021-22 from ₹851.64 crores in 2020-21.

Other income: Other income increased to ₹8.17 crores for 2021-22 from ₹7.65 crores in 2020-21, an increase of 6.79%.

Operating margin: EBITDA (including other income) for 2021-22 stood ₹182.90 crores as compared to 2020-21 was ₹141.97 crores, an increase of 28.13%. The operating margins increased to 32.22% in 2021-22 due to better fleet utilization, process improvements and operating efficiencies.

Costs & Expenses

Employee costs: Manpower cost for 2021-22 stood at ₹109.94 crores compared to ₹87.34 crores in 2020-21. In terms of percentage of turnover, it decreased to 10.09% as compared to 10.26% in the previous year.

Other expenses: Other expenses for 2021-22 stood ₹63.83 crores compared to ₹55.60 crores in 2020-21. As a percentage of turnover, it decreased to 5.86% in 2021-22 as compared to 6.53% in 2020-21.

Other expenses mainly include general and administrative expenses such as rent, travelling and conveyance, among others. These are still below pre-covid levels.

Interest expenses: Interest expenses for the year 2021-22 increased to ₹0.91 crores from ₹0.78 crores in 2020-21, a rise of 16.67% in interest cost. This was largely owing to use of working capital on temporary basis.

Depreciation: Depreciation cost as a percentage of turnover has decreased to 0.92% in 2021-22 from 1.05% in 2020-21.

Analysis of Balance Sheet

Net worth: The net worth of the Company has increased from ₹433.87 crores as on March 31, 2021 to ₹536.19 crores in March 31, 2022. The increase in amount of net worth is on account of profit addition made during the year.

Borrowings: The total borrowing has decreased from ₹1.97 crores as on March 31, 2021 to ₹0.98 crores as on March 31, 2022.

Cash and bank balance: Cash and bank balance increased from ₹9.16 crores as of 31 March 2021 to ₹15.74 crores as on March 31, 2022.

Capital expenditure: During 2021-22, the Company has capitalized additional fixed assets of ₹101.76 crores. All capital expenditure have been funded from internal accruals only.

Current assets & liabilities: The Company's current assets primarily consist of debtors, cash and bank balances and loans and advances. Total current assets as on March 31, 2022 stood ₹330.09 crores as against March 31, 2021 were ₹275.72 crores. 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, 2022 stood ₹112.65 crores as against ₹106.15 crores as on March 31, 2021.

Current ratio: The current ratio stood at 2.93 as of March 31, 2022, compared to 2.64 as on March 31, 2021. The improvement in the current ratio was largely due to increase in short term investment of the Company. Total current investment of the Company as on March 31, 2022 stood at ₹87 crores compared to ₹58.71 crores on March 31, 2021.



6 YEAR FINANCIAL HIGHLIGHTS

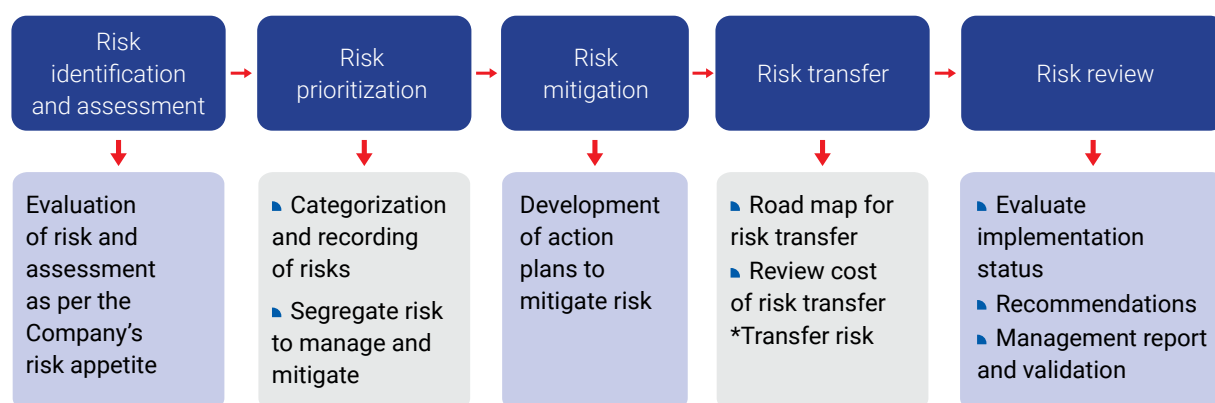
(₹ in crores except as stated)



PARTICULARS	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18	FY 2016-17
Total Income	1089.64	851.64	1036.33	1026.98	887.16	751.63
Operating Margin (%)	32.22	32.85	28.86	26.41	24.93	23.15
EBIDTA	182.90	141.97	125.67	122.18	92.73	63.26
Finance Cost	0.91	0.78	0.90	3.78	3.76	2.44
Depreciation & Amortization	9.98	8.97	7.79	6.53	5.21	4.31
Profit Before Tax & Exceptional Items	172.01	132.22	116.98	111.87	83.76	56.51
Taxes	43.17	31.62	27.90	39.03	25.37	19.02
Net Profit	128.84	100.60	89.08	72.84	58.40	37.49
Cash Profit	141.61	110.78	95.80	79.37	64.56	41.80
Dividend Per Share	8.00	2.00	4.60	3.00	2.50	0.80
Earning Per Share	33.48	26.19	23.23	19.02	15.25	9.79
Gross Block Assets	371.84	293.29	225.89	199.27	181.44	124.22
Net Block Assets	325.89	256.13	195.53	174.43	162.01	105.00
Receivables (Net)	189.54	169.46	165.77	163.14	154.38	113.09
Equity Share Capital (FV ₹2 per share)	7.70	7.69	7.67	7.66	7.66	7.66
Net Worth	536.19	433.87	337.27	267.19	206.81	160.77
Total Debts	0.98	1.98	2.84	8.68	39.82	31.03
Capital Employed	544.38	440.37	343.43	275.49	212.77	164.64
Avg. Capital Employed	492.37	391.90	309.21	244.13	188.70	145.28
Return on Net Worth	26.55%	26.10%	29.48%	30.73%	31.77%	26.42%
Return on Capital Employed	35.11%	34.32%	38.27%	44.27%	39.92%	37.39%
Current Ratio (in times)	2.93	2.64	2.52	1.86	1.35	1.59
Receivable Days	51	48	43	49	54	47
Payable Days	37	37	33	33	28	19
Net Working Capital Cycle (Days)	14	11	10	16	26	28
Cash Conversion Ratio	70.00%	72.00%	64.50%	63.50%	79.70%	82.70%
Book Value Per Share (in `)	139.51	112.89	88.09	69.78	54.01	41.99






Risk Management

TCI Express Limited believes that effective and sustained risk management, which includes identifying significant risks the Company is or may be faced with and developing risk assessment and mitigation procedures to manage such risks, would play a crucial role in protecting shareholder value. It also plays a vital role in improving governance processes, and meeting unforeseen exigencies in the cycle of conduct of business operations and compliances of various aspects. The process flow and risk management framework followed at TCI Express is as below:

Process flow to mitigate risk



Key Risk	Potential Impact	Mitigation measures
 <p>Transitional damage risk</p>	<ul style="list-style-type: none"> ■ Threat of destruction ■ Due to usual transit dangers, there may be pilferage, shrinkage, or cargo loss ■ Accidents, truck hijackings, or unforeseen circumstances 	<ul style="list-style-type: none"> ■ All trucks are insured against loss or damage caused by an accident or any other danger while in transit ■ To prevent theft, a cutting-edge surveillance and tracking system is in place ■ The drivers are given proper training in regular interval to maintain utmost awareness while transit to prevent any damages
 <p>Fluctuating fuel price risk</p>	<ul style="list-style-type: none"> ■ Profitability and operations may be influenced due to fuel price fluctuations 	<ul style="list-style-type: none"> ■ Implemented a fuel surcharge system to provide revenue certainty ■ Adopted a policy of frequent freight rate revisions to pass on variations ■ Operating on a contractual transportation arrangement to reduce the impact of fluctuating fuel prices

Key Risk	Potential Impact	Mitigation measures
 <p>People risk</p>	<ul style="list-style-type: none"> Staffing shortages and the loss of important employees Negative publicity Disruption in operations 	<ul style="list-style-type: none"> Innovative staff retention strategies, such as health insurance policies and frequent recognition programmes Incentives and compensation policies Maintaining a healthy mix of experience and enthusiasm Maintaining a workplace that is both safe and healthy
 <p>Technology and IT risk</p>	<ul style="list-style-type: none"> Loss of sensitive customer and private Company data Cyber-threats Inefficient tracking and an unstable network 	<ul style="list-style-type: none"> Application of cutting-edge technology with suitable information security policies Backup and business contingency planning Business intelligence and implementation of an integrated IT platform
 <p>Infrastructure risk</p>	<ul style="list-style-type: none"> Inadequate modal and terminal transportation infrastructure Poorly built storage facilities leading to supply delays and reputational damage, thereby, impacting profitability 	<ul style="list-style-type: none"> Improved National transportation infrastructure under Government's ongoing National Infrastructure Pipeline (NIP) programme Construction of cutting-edge warehouses and storage facilities at crucial nodal sites
 <p>Competition risk</p>	<ul style="list-style-type: none"> Business loss Reputational damage Reduced market share 	<ul style="list-style-type: none"> A strong brand image and healthy customer recall Decades of experience in the Express Logistics Industry Consistent transport and delivery services within India and internationally Covering 95% of pin codes in India, covering 50,000 + delivery locations
 <p>Pandemic risk</p>	<ul style="list-style-type: none"> Supply chain interruptions due to mobility restrictions 	<ul style="list-style-type: none"> Educating its supply chain partners about the import and transportation restrictions and advising them to refrain from sourcing from potential lockdown affected areas

Internal Control System and Adequacy

Internal control measures are composed of numerous rules and procedures established by management, which covers significant activities such as contract management, operations, procurement, finance, human resources, and safety, among others. Such controls were evaluated throughout the year, and no reportable material deficiencies in the design or operations were discovered. Our control measures were also continually examined for improvements during the year.

Internal controls for operations are well-established within the Company. It seeks to integrate the whole Company from strategic support activities to core operations. The Audit Committee is involved in the system of checks and balances that ensures the sufficiency and effectiveness of internal control systems and proposes adjustments to strengthen them. The Board reviews the findings and suggestions of the statutory and internal auditors on a regular basis and, where necessary, proposes remedial actions based on them.

Human Resource

TCI Express believes that in order to assure overall development and the ability to handle complex challenges, we need a talented and motivated workforce. Our employees are the foundation of our business and our

greatest strength as a Company. Our human capital is essential to our business operations and for our future growth. We at TCI Express, work towards providing a healthy working environment that's secure, friendly, and supportive of professional development. Our HR philosophy is focused on finding and retaining talented employees. The Company's compensation packages, as well as best-in-class processes for recruiting, training, motivation, and performance review, helps us in attracting and retaining the top talent. We have implemented Employee Stock Option Plan-2016 (ESOP-2016) with an objective of encouraging employees to participate in its future growth and financial success. Our effective policies have ensured a low attrition rate compared to the industry, which has been validated by our recognition as a 'Great Place to Work' for the third year in a row. As of March 31, 2022, our total workforce stood at 2,858.

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.



REPORT OF THE BOARD OF DIRECTORS

Respected Members of TCI Express Limited,

The Board of Directors ('Board') are pleased to present the fourteenth Annual Report of TCI Express Limited ('the Company' or 'your Company') along with the Standalone Audited Financial Statements for the financial year ended 31st March, 2022 ('year under review' or 'year' or 'FY 2021-22'). In compliance with the applicable provisions of the Companies Act, 2013, ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this Annual Report containing, inter alia, Standalone Audited Financial Statements, Notice of Annual General Meeting (AGM), Directors' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Annual Report is also placed on Company's website and can be accessed through web-link at <https://www.tciexpress.in/annual-reports.aspx?invid=2>.

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, copies of the Annual Returns of the Company, prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are also placed on the website of the Company, under 'Investor Relation' section.

OPERATING FINANCIAL PERFORMANCE AND DEVELOPMENTS

The standalone Financial Statements of the Company for the FY 2021-22, have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The financial highlights on a standalone basis for the financial year ended 31st March, 2022, with corresponding figures for previous year, and impact are summarized below:

(₹ in Crores)

Particulars	FY 2021-22	FY 2020-21	% change
Total Income	1089.64	851.64	27.95
Profit/(Loss) before Interest, Depreciation, Taxation & Exceptional Item	182.90	141.97	28.83
Less: Interest (Net)	0.91	0.78	16.67
Less: Depreciation (Net)	9.98	8.97	11.26
Profit/(Loss) before Tax & Exceptional Item	172.01	132.22	30.10
Less: Exceptional Item	-	-	-
Profit/ (Loss) before Tax (PBT)	172.01	132.22	30.10
Less: Tax Expenses	43.17	31.62	36.53
Profit/(Loss) after Tax (PAT)	128.84	100.60	28.07

During the FY 2021-22, the Company has secured several important achievements to its credit. We have successfully operationalized Pune and Gurgaon sorting centres, adding over 3.5 lakh-square-foot area in our sorting centre capacity. Automation has been completed in Gurgaon centre and it is considered India's largest automated B2B sorting center. We have incurred a capex of ₹ 80 Crores (Rupees Eighty Crores only), utilized primarily for construction and automation. We have also launched three (3) new services-Pharma Cold Chain Express, C2C Express and Rail Express, which has not only received positive response from our customers but are also aligned to our growth as multi-model express delivery Company in India. During the year under review, forty five (45) new branches were added to increase our presence in key growing markets. These initiatives will help in expanding our presence, enlarge value-added services in our offerings,

improve operational efficiency and enhance profitability. The Express logistics industry is evolving rapidly due to the increased focus on infrastructure development, supported by technological advancements to increase efficiency. The Company with its asset light business model and clear strategic growth plan is well positioned to maintain and further strengthen its leadership position and create value for all shareholders.

Please refer to the Management Discussion and Analysis section, which forms a part of this Annual Report, for further details on the performance and operations review and Company's strategies for growth.

There have been no material changes and commitments which affects the financial position of the Company, occurred between the end of financial year and the date of this report. There was no change in nature of business of the Company.

REPORT OF THE BOARD OF DIRECTORS (Contd.)**DIVIDEND APPROPRIATION**

The Company believes that it belongs to its shareholders and always committed to create and return value to them. The Company has a consistent record of rewarding its shareholders with a generous dividend pay-out. During the financial year under review, the Board of Directors of the Company, at their meetings held on 22nd October, 2021 and 28th January, 2022 respectively, declared and paid a consolidated amount of interim dividend of ₹ 6.00 (Rupees Six only) per ordinary equity share of face value of ₹ 2.00 each, constituting three hundred percent (300%).

In addition to interim dividend, the Board of Directors at their meeting held on 27th May, 2022, considering the good performance and strong cash flows, has recommended a final dividend of ₹ 2.00 (Rupees Two only) per ordinary equity share of face value of ₹ 2.00 each, constituting hundred percent (100%), herewith, the total dividend amount for the FY 2021-22, including the interim dividend, amounts to ₹ 8.00 (Rupees Eight only) per ordinary equity share of face value of ₹ 2.00 each, as against ₹ 4.00 (Rupees Four only) per ordinary equity share of face value of ₹ 2.00 each, for the FY 2020-21.

Payment and tax liability

The final dividend will be payable, subject to approval of the Members at this 14th AGM and deduction of tax at source to those Members, whose name(s) appear in the register of Members as on Thursday, 28th July, 2022.

The Members may note that pursuant to the provisions contained under the Income-Tax Act, 1961, as amended by the Finance Act, 2020, dividend declared, paid or distributed by a Company on or after 1st April, 2020, shall be taxable in the hands of shareholders, the Company shall therefore, be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates of different categories, shareholders are requested to refer the Income Tax Act, 1961. Attention of the shareholders is also drawn to the communications sent by the Company time to time, with regard to applicable tax rate and submission of necessary documents in order to claim non-deduction of TDS or deduction of TDS at a lower rate. The Company has provided facility through its Registrar and Share Transfer Agent (RTA), to the shareholders (liable to pay tax) to apply for non-deduction of TDS or deduction of TDS at a lower rate, by providing the necessary documents to the Company.

To avail the facility for non-deduction of TDS or deduction of TDS at lower rate, the shareholders are requested to upload tax exemption forms and supporting documents with KFin Technologies Limited (RTA) at web-link <https://ris.kfintech.com/form15/>, in the manner as may be prescribed. The above referred documents will be verified and considered while deducting the appropriate taxes. In case of any procedural difficulty, the shareholders may write to the RTA at einward.ris@kfintech.com, marking copy to the Company at secretarial@tcexpress.in.

The shareholders are also requested to update their residential status, know your client (KYC), permanent account number (PAN) and bank details with the Depository Participant, if shares are held in demat form, and with the RTA of the Company, if shares are held in physical form.

Keeping in mind, the consistent trust posed by our shareholders, we have always strived towards maintaining a healthy dividend pay-out ratio. The Company currently pays out in the range of twenty to twenty five percent of the profits as dividend. The dividend pay-out is in accordance with the Company's Dividend Distribution Policy. The Policy lays down the broad criteria, which the Company would take into consideration at the time of ascertaining the amount of dividend to be declared, keeping in mind the need to maintain a balance between the payout ratio and retained earnings, in order to address future needs of the Company. The Dividend Distribution Policy, containing the requirements mentioned in Regulation 43A of the Listing Regulations is posted and can be accessed on the website of the Company at <https://www.tcexpress.in/corporate-governance.aspx?invid=10>. During the financial year under review, there were no amendments in the Dividend Distribution Policy of the Company.

Amount to be carried to Reserves

The Board proposes transfer of ₹ 100 Crores (Rupees Hundred Crores only) from its retained earnings to General Reserve for the FY 2021-22.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There is no amount lying with regard to unpaid and unclaimed dividend of earlier years, which requires to be transferred or is due to be transferred to the IEPF during the FY 2021-22, in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended time to time.

Further, no shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, were require to be transferred or is due to be transferred to the IEPF, during the FY 2021-22. The details of unclaimed dividend and fractional share's proceeds entitlement alongwith their due date for transfer to IEPF is provided in the Corporate Governance Report, forming part of this Report, the Shareholders are accordingly requested to apply for their entitlement, before it is transferred to the IEPF.

REPORT OF THE BOARD OF DIRECTORS (Contd.)

Ms. Priyanka, Company Secretary has been designated as the Nodal Officer under the provisions of IEPF Rules, details of which are available on the website of the Company at www.tciexpress.in.

EMPLOYEE STOCK OPTION PLAN AND CHANGE IN CAPITAL STRUCTURE

The Employee Stock Option Plan-2016 ('ESOP-2016 Plan') was implemented by the Company, with an objective of encouraging employees to participate in its future growth and financial success. All the benefits arising from ESOP-2016 Plan, are administered under the supervision of the Nomination and Remuneration Committee.

During the FY 2021-22, total 60,600 Stock Options were exercised by employees of the Company. Accordingly, the Company has allotted 60,600 equity shares, against the Stock Options exercised by the employees and consequent to such allotment, paid up equity share capital of the Company, increased to ₹ 7.70 Crores (Rupees Seven Crores and Seventy Lakhs only), divided in to 38,495,125 equity shares of ₹ 2.00 (Rupees Two only) each. There was no change in the authorized capital of the Company, during the year. 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 equity shares issued under ESOP-2016 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).

Amendment in ESOP-2016 Plan

The Securities and Exchange Board of India (SEBI), subsequent to the end of FY 2020-21, had notified the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI (SBEB & SE) Regulations'). The new 'SEBI (SBEB & SE) Regulations' repealed and replaced the erstwhile SEBI (Share Based Employee Benefits) Regulations, 2014, governing all share based employee benefit schemes dealing in securities, including employee Stock Options, employee share purchase, stock appreciation rights, general employee benefits, retirement benefits and sweat equity.

With an objective of incorporating the amendments made under 'SEBI (SBEB & SE) Regulations', the Board of Directors on recommendation of the Nomination and Remuneration Committee, proposed an amendment in ESOP-2016 Plan, formulated in accordance with the 'SEBI (SBEB & SE) Regulations', containing guiding principles on Stock Options to the employees of the Company. The broad framework of the ESOP-2016 Plan has been approved by the Board of Directors of the Company at their meeting held on

27th May, 2022. The brief details of the revised ESOP-2016 Plan and other relevant details have been provided under the Explanatory Statement, annexed to the Notice of 14th AGM of the Company.

During the FY 2021-22, other than stated above, there have been no material changes made to ESOP-2016 Plan and has been implemented in due compliance with the 'SEBI (SBEB & SE) Regulations'. The certificate issued by the Secretarial Auditor of the Company, to the effect that the ESOP-2016 Plan has been implemented in accordance with the said Regulations and the resolution passed originally by the Members, are being made available for inspection at this AGM.

During the year, there were no instances of loans granted by the Company to its employees for purchasing its shares.

The information as required to be disclosed under the Act and the 'SEBI (SBEB & SE) Regulations' is provided as **Annexure -A** to this Board's Report and uploaded on the website of the Company at www.tciexpress.in.

During the period under review, the Company has not raised funds through preferential allotment or qualified institutions placement. Further, neither it has issued shares with differential voting rights nor granted any sweat equity for the reporting period.

PROPOSED BUY BACK AND VOTING RIGHTS

The Board of Directors, at its meeting held on 27th May, 2022, has considered the proposal to buy-back fully paid-up equity shares of face value of ₹ 2.00 each, from the equity shareholders of the Company, for an aggregate amount of not exceeding ₹ 75 Crores (Rupees Seventy Five Crores only) ('Maximum Buyback Size') for a price not exceeding ₹ 2,050 (Rupees Two Thousand and Fifty only) per equity share ('Maximum Buyback Price') through the open market route, through the Stock Exchanges where the equity shares of the Company are listed, in accordance with the provisions of the SEBI (Buy-Back of Securities) Regulations, 2018 and the Act read with Rules made thereunder.

The brief details of the proposed buyback and other relevant information have been provided under the Explanatory Statement, annexed to the Notice of 14th AGM of the Company.

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. No disclosure was required under Section 67 of the Act 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.

REPORT OF THE BOARD OF DIRECTORS (Contd.)**SUBSIDIARY, HOLDING, JOINT VENTURE AND ASSOCIATE COMPANIES**

From the date of incorporation of the Company, it has not formed any subsidiary or holding or joint venture or associate Company, accordingly for the FY 2021-22, no disclosure is required under the Act and the Listing Regulations.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**Board of Directors**

As on report date, the Board comprises of eight (8) Directors, having wide experience and proficiency in their respective fields. The detailed information of the Board containing inter alia composition, directorship, expertise, evaluation, meetings held and attendance are given in the Corporate Governance Report, which forms part of this Annual Report. A brief profile of each Director(s) is also available on the website of the Company at www.tciexpress.in.

During the reporting year, there were no changes in the composition of the Board of Directors of the Company.

Retirement by Rotation and subsequent Re-appointment

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Dharmpal Agarwal (DIN: 00084105), Non-Executive Director of the Company, is liable to retire by rotation at this AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. The resolution seeking approval of the Members for his re-appointment, forms part of AGM Notice.

A brief profile of Mr. Dharmpal Agarwal, together with his other directorships and committee positions are given in the Notice of AGM and Corporate Governance Report, forming part of Annual Report, being sent to the shareholders in accordance with the requirements of the Act, Listing Regulations and Secretarial Standard issued by the 'Institute of Company Secretaries of India' (ICSI) on General Meetings.

Re-appointment and Continuation of Directors

Mr. Chander Agarwal was re-appointed by the shareholder's at their previous AGM held on 28th July, 2021, as the Executive Managing Director of the Company, for a further term of five (5) years, commencing from 18th August, 2021.

In the said AGM, besides Mr. Chander Agarwal, approval of shareholders was also extended to the re-appointment and continuation of Mr. Ashok Kumar Ladha, Mrs. Taruna Singhi, Mr. Murali Krishna Chevuturi and Mr. Prashant Jain, as the Independent Directors for a second term of five (5) consecutive years.

During the year, none of the Director(s) had resigned before the expiry of their respective tenure(s).

Declarations by Independent Directors

The Company has received declarations from all the Independent Directors under Section 149(7) of the Act 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(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exists 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. The terms and conditions of appointment of Independent Directors are, as per Schedule IV of the Act.

The above declarations were placed before the Board and in the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

None of the Director(s) is disqualified as on report date, in terms of Section 164(2) of the Act, 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 forms an integral part of this Annual Report.

Registration in Databank and Proficiency Test

In accordance with the Section 150 of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have been registered and are Members of Independent Directors Databank, maintained by Indian Institute of Corporate Affairs. Further, pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have been exempted by Indian Institute of Corporate Affairs from appearing for the online proficiency self-assessment test, as they fulfilled the conditions for seeking exemption from appearing for the online proficiency self-assessment test.

Key Managerial Personnel

As on the date of this report, the following officials of the Company are designated/continued to act as the Key Managerial Personnel, pursuant to the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Mr. Chander Agarwal

Managing Director

Mr. Mukti Lal

Chief Financial Officer

Mr. Pabitra Mohan Panda

Chief Operating Officer

Ms. Priyanka

Company secretary

REPORT OF THE BOARD OF DIRECTORS (Contd.)

Mr. Pabitra Mohan Panda was designated as Key Managerial Personnel of the Company, with effect from 19th May, 2021. During the year under review, there were no other changes took place to the category of Key Managerial Personnel of the Company.

PERFORMANCE EVALUATION

The Board evaluation is a key element of our corporate governance process that result areas for improvement to enhance the Board and sub-committee's effectiveness and provide constructive feedback to the Chairperson and Board Members.

In terms of the applicable provisions of the Act and the Listing Regulations, the Nomination and Remuneration Committee and the Board of Directors have approved a framework, which lays down a structured approach, guidelines and processes to be adopted for carrying out an evaluation of the performance of all the Directors including Chairperson, the Board as a whole and its Committees.

The framework involved a questionnaire-based approach designed in alignment with guidelines issued under the Act, Listing Regulations, guidance note issued by the SEBI and ICSI from time to time and taking into consideration the suggestions given by the Directors. A Separate questionnaire for each category of evaluation viz. the Board (including its Committees), Individual Directors (including Chairperson) have been prepared with separate sets of questions (questionnaire) for each of the evaluation(s).

The outcome of above performance evaluation was presented to the Nomination and Remuneration Committee and the Board of Directors. 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 Chairperson and its Committees.

Separate Meeting of Independent Directors

The Independent Directors of the Company assembled together with a purpose of reviewing the performance evaluation of Non-Independent Directors (including the Chairperson) and the entire Board of Directors (including its Committees), while considering the views of Executive and Non-Executive Directors. Further, the Independent Directors, inter alia, assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed their satisfaction with the overall functioning of the Board and performance of individual Directors and also expressed their satisfaction

over the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

All the Independent Directors were present at their meeting held on Friday, 19th May, 2021.

Familiarization programme for Independent Directors

The Company familiarizes its Directors including Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model and related risks of the Company. The brief details of the familiarization programme are provided under Corporate Governance Report and placed on the website of the Company at www.tciexpress.in.

MEETINGS OF BOARD AND SHAREHOLDER'S

The Board meets at least once a quarter to review the quarterly results along with other agenda items and additional meetings are conducted from time to time to consider significant matters, whenever required. For any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board / Committee Meeting for ratification/approval.

During the reporting year, four (4) meetings of the Board were held, details of which are given in the Corporate Governance Report, which forms part of this Annual Report. The maximum interval between any two consecutive meetings did not exceed one hundred and twenty (120) days.

The 13th AGM of shareholders of the Company was held on 28th July, 2021 through video conference/ other audio visual means, without the physical presence of the Members at a common venue, in compliance with the applicable provision of the Act and the Listing Regulations.

COMMITTEES OF THE BOARD

In compliance with applicable regulatory requirements, as on reporting date, six (6) Board-level Committees have been constituted to delegate matters that require greater and more focused attention. The details on the constitution, brief terms of reference, meetings held and attendance of all the Board-level Committees are given in the Corporate Governance Report, which forms part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company was in compliance with the Secretarial Standards issued relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively. Pursuant to the provisions of Section 118 of the Act, the Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards

REPORT OF THE BOARD OF DIRECTORS (Contd.)

issued by the ICSI and that such systems are adequate and operating effectively.

NOMINATION AND REMUNERATION POLICY

The Company has implemented a 'Nomination and Remuneration Policy' for its Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees, in terms of Section 178 of the Act, read with rules made thereunder and Regulation 19 of the Listing Regulations, as amended from time to time.

The main objective of the said Policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP, SMP and other employees. 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 on Company website at <https://www.tciexpress.in/corporate-governance.aspx?invid=10>.

WHISTLE BLOWER AND VIGIL MECHANISM

In line with the provisions of the Act, Listing Regulations and the principles of good governance, the Company has devised and implemented a vigil mechanism, in the form of 'Ethics and whistle-Blower Policy'. This Policy encourages Directors, employees and stakeholders to inter alia report their genuine concerns or grievances and instances of any financial irregularities, fraud, corruption, breach of code of conduct or any concern, that may have an adverse impact on Company's operations and reputation.

Further, the mechanism provides for adequate safeguards against victimization of whistle bower, who avail such mechanism and allows direct access to the Chairperson of the Audit Committee, in exceptional cases. None of the whistle blowers have been denied access to the Audit Committee of the Board.

In terms of the said Policy, all the reported incidents are reviewed by the Ethics Committee. The implementation of the Policy and the functioning of the Ethics Committee are overseen by the Audit Committee.

The Policy is communicated to the employees and posted on the Company's intranet. This Policy is also available on the website of the Company at www.tciexpress.in. Additional information on the vigil mechanism is provided in the Corporate Governance Report, which forms part of the Annual Report.

EQUALITY AND PREVENTION OF SEXUAL HARASSMENT

The Company has developed over a span of time, a diversified workforce and promotes a work environment free from discrimination and harassment based on gender, thereby

providing a friendly workplace environment. We strictly condemn acts like discrimination, forced or compulsory labor and child labor, within and beyond the Company's boundaries.

To provide protection against any form of prejudice, gender bias and sexual harassment at the workplace, the Company has adopted a Policy on anti-sexual harassment, in compliance of provisions contained under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has also set up an Internal Compliant Committee ('ICC') to oversee the implementation of anti-sexual harassment practices, deliberate and resolve complaints on sexual harassment at workplace and recommend disciplinary actions, if any, to the Company.

The Company also undertakes ongoing trainings to understand the Policy on prevention of sexual harassment and framework for reporting and resolving instances of sexual harassment, details of which are also reported to district officer of respective states. In the reporting year, we have not received any complaints pertaining to child labour, forced labour or sexual harassment.

Equal wages for equal work

The Company's philosophy on inclusive growth and development is to promote diversity, equity and recognize people on their merits and skill sets. The Company firmly believes on constitutionally valid principle of 'equal wages for equal work', and provides equal rewards, resources and opportunities to a man and a woman doing the same work with the same amount of responsibilities and duties.

HUMAN RESOURCE

Human resource management involves developing and administering programs that are designed to increase the effectiveness of an organization. Our philosophy on human resource focuses on attracting, empowering and retaining the best talent. We consider human development and training as an ongoing process that helps us to achieve our strategic goals and permit our employees to increase their knowledge and skills for doing particular jobs.

With an objective of providing ample opportunity for learning and growth, we have structured in house training programs, which run at different developmental centers. In the challenging environment when physical presence for trainings is not always possible, these programmes were undertaken in virtual mode with same pace and consistency. Alongside professional trainings, awareness sessions are also conducted for our employees and stakeholders. The output of these programs have been very positive and has helped us to improve the output, personality and performance of the participating individuals. Your Company constantly endeavors to improve upon its practices and

REPORT OF THE BOARD OF DIRECTORS (Contd.)

processes for employee satisfaction through effective communication and engagement and promoting a culture based on trust and confidence. At the closure of the financial year, your Company's headcount of the employees was Two Thousand Eight Hundred and Fifty Eight (2,858) only. Our responsible approach to structured working conditions inter-alia includes fair treatment at work, equitable pay, best learning and development as well as career progression, reward and recognition of good work.

PARTICULARS OF EMPLOYEES

The disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in **Annexure-B**.

In terms of second proviso to Section 136(1) of the Act, the Board's Report is being sent to the Members and others entitled thereto, excluding the information for top ten (10) employees, in terms of remuneration drawn, mentioned in Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The above said disclosure will be available for electronic inspection without any fee by the Members, from the date of circulation of Notice of AGM and up to the date of AGM. They can also send their request at designated e-mail at secretarial@tcieexpress.in, accordingly, the Company will arrange to make the copy available to the shareholders.

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.

REPORT ON BUSINESS RESPONSIBILITY AND ENVIRONMENTAL, SOCIAL & GOVERNANCE

The Company understands that business sustainability has become an imperative aspect of business and investors are paying attention to this, along with financial performance of the Company. As part of our sustainability philosophy, the Company has implemented framework of Environmental, Social and Governance (ESG). It has an elaborate report on ESG, that detailed the efforts of the Company on sustainability and is available on the website of the Company at www.tcieexpress.in.

In terms of the provisions of Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report, describing

the sustainable practices adopted by the Company, is provided in a separate section, forming 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.

AUDITORS

Statutory Auditors and their Report

M/s. R.S. Agarwala & Co., Chartered Accountants (Firm) bearing firm registration number 304045E, is acting as the Statutory Auditors of the Company, as per the provisions contained under Section 139 of the Act. The Firm was originally appointed by the shareholders at their 07th AGM held on 28th July, 2015 and subsequently re-appointed by them at 12th AGM held on 24th July, 2020, for a second tenure of five (5) years, commencing from the conclusion of said AGM till the conclusion of 17th AGM.

The Statutory Auditor has issued report on the standalone Financial Statements for the financial year ended 31st March, 2022, 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' Report is enclosed with the Financial Statements in this Annual Report. The Statutory Auditor has not reported any matter under Section 143(12) of the Act and therefore, no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

The total fees for all services paid to the Statutory Auditors are given in note number thirty one (31) of the notes to the standalone Financial Statements, for the FY 2021-22.

Secretarial Auditors and their Report

Pursuant to the provisions of Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations, the Company has, with the approval of its Board of Directors, appointed M/s. Vinod Kothari & Company, Practicing Company Secretaries (Unique Code-P1996WB042300) to conduct the Secretarial Audit of the Company for the FY 2021-22.

The Secretarial Audit Report for the FY 2021-22 confirms that the Company has complied with the provisions of

REPORT OF THE BOARD OF DIRECTORS (Contd.)

the applicable laws and does not contain any observation or qualification, requiring explanation or comments from the Board, under Section 134(3) of the Act. The Secretarial Audit Report issued by Secretarial Auditors is enclosed as **Annexure -C** and forms a part of this Report.

Annual Secretarial Compliance Report

The Company has undertaken an audit with all applicable compliances, as per SEBI's Regulations and Circulars, Guidelines issued thereunder, for the financial year ended 31st March, 2022. 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.

Internal Auditor

Pursuant to Section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014, Mr. Krishan Pal Garg, a qualified Chartered Accountant professional in whole time employment of the Company, acts as Internal Auditor of the Company. He placed before the Audit Committee on quarterly basis, a report(s) on internal audit. Further, summary of significant audit observations along with recommendations and its implementations, are also being reviewed by the Audit Committee.

There were no adverse remarks or qualifications on accounts of the Company from the Internal Auditor.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations and such controls are assessed time to time. Based on the results of such assessments carried out by the Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed.

Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, your Directors confirm that they have laid down internal financial controls with reference to the Financial Statements and these controls are adequate. The Company has also adopted policies and procedures for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The details in respect of internal controls including internal financial controls and their adequacy are included in the Management Discussion and Analysis section, which forms a part of this Report.

RISK MANAGEMENT

The risk management has always been an integral part of Company's strategy, planning, execution, monitoring process and reporting system. Your Company has developed over a period of time, a robust organizational structure for managing and reporting on risks and adopted Policy on risk management, which is approved by the Board. The Policy, inter alia, includes identification of risks, including cyber security, ESG, business continuity and related risks and minimization procedures.

Further, pursuant to Regulation 21 of the Listing Regulations, the Board of Directors has also constituted the Risk Management Committee of the Board, details of which along with terms of reference, number of meetings held during the year and attendance of Committee Members at each meeting are mentioned in the Corporate Governance Report.

The Risk Management Committee monitors and reviews business risk of the Company as a whole and provides the necessary direction on the same. A detailed risk register is prepared and discussed at half year intervals usually to capture new types of risk, specific to the Industry and/or Company and detailed mitigation steps are discussed and action taken to counter those risks. The Risk Management Committee is, inter alia, authorized to monitor and review the risk assessment, mitigation and risk management plans for the Company from time to time and report the existence, adequacy and effectiveness of the above process to the Audit Committee/Board on a periodic basis.

Further, an independent internal audit system carries out risk focused audits across business and operations of the Company, including compliance part. The Audit Committee of the Board of Directors reviews internal audit findings and provides strategic guidance on internal controls. Further, the Audit Committee monitors the internal control implementation of the action plans emerging out of internal audit findings.

The Company was able to manage risks arising from Covid-19, through timely execution of the Business Continuity Management framework as well as safeguards on the IT infrastructure and systems as part of the work from home (WFH) environment.

In the Board's view, there are no material risks, which may threaten the existence of the Company. Further details on risk assessment and its management are included in the Management Discussion and Analysis section, which forms a part of this Report.

COST RECORD

The provisions for maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

REPORT OF THE BOARD OF DIRECTORS (Contd.)

FRAUD REPORTING

During the year under review, Statutory Auditors and Secretarial Auditors have not reported any instances of frauds, committed in the Company by its officers or employees as specified under Section 143(12) of the Act.

PUBLIC DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Act, read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement of providing details relating to deposits, as also of deposits which are not in compliance with Chapter V of the Act, is not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The full particulars of investments made by the Company are provided in the note number six (6) of the notes to the Standalone Financial Statements. However, it has not extended any loans or provided any security falling under Section 186 of the Act, hence, disclosure required pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, do not attract for the FY 2021-22.

RELATED PARTY TRANSACTIONS

The Company has formulated a Policy on materiality and on dealing with related party transactions, setting out the guidelines and procedures to be followed in respect of transactions entered into by the Company with its related parties. It contains framework and procedures to review, determination of materiality, approval or ratification and reporting of such related party transactions.

During the year under review, the Policy was revised in accordance with the amendments to applicable provisions of the Act and the Listing Regulations, and the said Policy duly approved by the Audit Committee and the Board of Directors is posted on website of the Company with web-link <https://www.tciexpress.in/corporate-governance.aspx?invid=10>.

All the related party transactions entered into by the Company during the financial year, were on an arm's length basis and in the ordinary course of business and adheres to the applicable provisions of the Act and the Listing Regulations. All the related party transactions are placed before the Audit Committee for approval. Prior approval is obtained from the Audit Committee for foreseen related party transactions. Prior omnibus approval is also obtained for unforeseen related party transactions, subject to their value not exceeding ₹ 1.00 Crore (Rupees one Crore only)

per transaction. A statement of all related party transactions is presented before the Audit Committee and Board on a quarterly basis, specifying the nature, value, approval limits and other terms and conditions. The statement is supported by the certification from the Internal Auditor.

There were no materially significant related party transactions made by the Company, which may warrant approval of the shareholders. Accordingly, form number AOC-2, prescribed under the provisions of Section 134(3)(h) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014, for disclosure of details of related party transactions, which are not at arm's length basis and also which are material and at arm's length basis, is not required to be annexed to this Report, as it is not applicable.

The Company in terms of Regulation 23 of the Listing Regulations, submits disclosures of related party transactions to the Stock Exchange(s), in the format specified under the Listing regulations. The said disclosures can be accessed on the website of the Company and Stock Exchange(s).

Details of transactions entered into with related parties by the Company, during the FY 2021-22, is given under note number forty one (41) of the notes to Accounts, annexed to Standalone Financial Statements, which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee duly formed by the Board of Directors, discharges its social responsibilities, as prescribed under Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, which includes formulating and recommending to the Board of Directors, activities to be undertaken by the Company, as per Schedule VII to the Act. It is also responsible for framing Policy on CSR containing provisions for approach and directions given by the Board, guiding principles for selection, implementation and monitoring of activities as well as the formulation of annual action plan etc.

A brief note regarding your Company's initiatives with respect to Corporate Social Responsibility, as required under sections 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014, is provided as **Annexure-D** to this Board's Report in the prescribed format. The details pertaining to the composition, terms of reference, number of meeting held during the year and attendance of the CSR Committee Members at meeting are given in the Corporate Governance Report, which forms a part of this Annual Report.

REPORT OF THE BOARD OF DIRECTORS (Contd.)

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

SIGNIFICANT ORDERS ISSUED, IF ANY

There are no significant and material orders passed against the Company by the regulators or courts or tribunals, during the year ended 31st March, 2022, which would impact the going concern status of the Company and its future operations.

PROCEEDING OR SETTLEMENT UNDER INSOLVENCY AND BANKRUPTCY CODE

During the year under review, no proceedings have been initiated against the Company under the Insolvency and Bankruptcy Code, 2016, and no proceedings under the Insolvency and Bankruptcy Code, 2016, were pending at the end of the year.

ONE TIME SETTLEMENT AND VALUATION

During the year under review, the Company has not made any valuation or one time settlement, as prescribed under Section 134 of the Act read with Rule 8(5) of the Companies (Accounts) Rules, 2014.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors, to the best of their knowledge and ability, state the following:

1. That in the preparation of the annual Financial Statements for the financial year ended 31st March, 2022, all the applicable Accounting Standards have been followed and there were no material departures therefrom;

2. 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 31st March, 2022 and of the profit and loss of the Company for the financial year ended on that date;
3. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any;
4. That the annual Financial Statements have been prepared under the going concern assumption;
5. That proper internal financial controls are in place and that the financial controls are adequate and are operating effectively;
6. That proper system has devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

APPRECIATION

Your Directors place on record their deep appreciation to each of its stakeholders and acknowledge the valuable contribution extended by them. The Directors also thank all the valued clients, vendors, business associates, shareholders, banks, financial institutions, stock exchanges, depositories, rating agencies and other stakeholders for their consistent support and encouragement to the Company.

In addition, we sincerely appreciate the commitment and dedicated efforts put in by our employees at all levels even in this difficult era of pandemic. Their commitment and contribution is deeply acknowledged. We look forward to continuing support and involvement of all our stakeholders.

For and on behalf of the Board
TCI Express Limited

D.P Agarwal
Chairperson
(DIN: 00084105)

Chander Agarwal
Managing Director
(DIN: 00818139)

Place: Gurugram
Date: 27th May, 2022

ANNEXURE-A

EMPLOYEE STOCK OPTION PLAN (ESOP-2016)

[Pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

S.no	Particulars	Disclosures
1.	Date of shareholder's approval	November 4, 2016
2.	Total number of Options approved under the plan	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 each grant, in the manner prescribed by the Nomination and Remuneration Committee.
4.	Exercise price or pricing formula	The exercise price will be the market price of the equity shares one day before the date of meeting of the Nomination and Remuneration Committee, wherein the grants of Options of that particular year will be approved, after providing suitable discount or charge premium on such price as arrived above. 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 will take place within a maximum period of five (5) years from the date of grant.
6.	Sources of shares	Primary
7.	Variation in terms of Options	During the year, no amendment/ modification/ variation has been made in terms of Options granted by the Company.
8.	Method used for accounting of ESOP	The Company has calculated the employee compensation cost using the fair value method of accounting for the Options granted.

Options Movement during the FY 2021-22

S. no	Particulars	ESOP-2016 Part-II	ESOP-2016 Part-III	ESOP-2016 Part-IV	ESOP-2016 Part-V
1.	Number of Options outstanding at the beginning of the period i.e. 01st April, 2021	31,300	68,600	20,000	-
2.	Number of Options granted during FY 2021-22	-	-	-	39,000
3.	Number of Options forfeited/ lapsed during FY 2021-22	2800	2700	600	-
4.	Number of Options vested during FY 2021-22	31,300	29,400	6,000	-
5.	Number of Options exercised during FY 2021-22	28,500	26,700	5,400	-
6.	Number of shares arising as a result of exercise of Options	28,500	26,700	5,400	-
7.	Amount realized by exercise of Options, if scheme is implemented directly by the Company (In ₹)	73,24,500	90,24,600	27,59,400	-
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. 31st March, 2022	Nil	39,200	14,000	39,000
10.	Number of Options exercisable at the end of the year i.e. 31st March, 2022	Nil	39,200	14,000	39,000

ANNEXURE-A (Contd.)

S. no	Particulars	ESOP-2016 Part-II	ESOP-2016 Part-III	ESOP-2016 Part-IV	ESOP-2016 Part-V								
11.	Employee's details who were granted Options during the FY 2021-22												
	a) Key Managerial Personnel/ Senior Managerial Personnel (KMP/SMP), Employees along with details for Options granted, amounting to five percent (5%) or more of the Options granted during the year	Name of KMP/SMP/ Employees		Options granted	*Percentage to total grants								
		Mr. Mukti Lal (KMP)		10,000	> 5%								
		Mr. Pabitra Panda (KMP)		7,500	> 5%								
		Mr. Noratmal Sarva (SMP)		4,500	> 5%								
		Mr. Bharat Singh Tanwar		4,000	> 5%								
		Mr. Piush Chachan		2,500	> 5%								
		Mr. Vikas Sharma (SMP)		2,000	> 5%								
		Mr. Suresh Kumar Shukla		2,000	> 5%								
		Mr. Sunil Kumar Rai		2,000	> 5%								
	(b) Identified Employees who were granted Option, during any one year, equal to or exceeding One (1%) of the issued capital of the Company at the time of grant	None											
12.	Diluted earnings per share (EPS) pursuant, to issue of shares on exercise of Options (In ₹)	19.00	23.19	26.15	33.45								
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 ₹)	257.00	338.00	511.00	698.00								
15.	Weighted average fair value of Options whose exercise price is less than market price (In ₹)	315.93	366.02	513.96	921.21								
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, based on description and assumptions given under the model. The main assumptions used in the model are as follows:												
	Date of grant	25.05.2018			22.05.2019			09.02.2021		28.07.2021			
	Vesting Particulars	Vest (1)	Vest (2)	Vest (3)	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%	30%	30%	40%
	Risk free interest rate(in %)	7.08	7.51	7.66	6.40	6.53	6.82	4.07	4.64	4.97	3.88	4.23	4.67
	Expected life (in years)	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09
	Historical volatility (in %)	41.84	41.84	41.84	31.37	35.10	37.92	49.23	41.71	38.70	42.75	45.62	41.53
	Expected dividend yield (in %)	0.20	0.20	0.20	0.42	0.42	0.42	0.50	0.50	0.50	0.48	0.48	0.48
	Price of the underlying share in market at the time of grant	530.00			657.85			513.96			921.21		

This grant relates to ESOP-2016 (Part-V) only, other than above, none of employee was granted Options amounting to 5% or more of the total Options of 39,000, granted during the FY 2021-22.

ANNEXURE-B

PARTICULARS OF EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. Remuneration disclosures of the Directors and Key Managerial Personnel employees, as per Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name of the Director/KMP	Designation	Remuneration for the FY 2021-22 (₹ in Crores)	% increase in remuneration over last year	Ratio of remuneration of Directors with median remuneration of employees
Mr. Chander Agarwal	Executive Director	9.05	16.76 ^{a)}	463.78
Mr. D.P Agarwal	Non-Executive Director	0.06	9.10	3.07
Mr. Vineet Agarwal	Non-Executive Director	0.06	9.10	3.07
Mr. Phool Chand Sharma	Non-Executive Director	0.06	9.10 ^{b)}	3.07
Mr. Murali Krishna Chevuturi	Independent Director	0.06	9.10	3.07
Mr. Ashok Kumar Ladha	Independent Director	0.06	9.10	3.07
Mrs. Taruna Singhi	Independent Director	0.06	9.10	3.07
Mr. Prashant Jain	Independent Director	0.06	9.10	3.07
Mr. Pabitra Panda ^{c)}	Chief Operating Officer	0.91	129.60 ^{b)}	N.A
Mr. Mukti Lal	Chief Financial Officer	1.44	91.90 ^{b)}	N.A
Ms. Priyanka	Company Secretary	0.10	21.19	N.A

a) During the previous FY 2020-21, Mr. Chander Agarwal has voluntarily waived off his salary for Q1, accordingly remuneration was presented for nine (9), months, however for calculating percentage increase in remuneration over last year, aggregate remuneration of twelve (12) months has been considered.

b) This remuneration includes perquisite value of ESOP's, exercised during the FY 2021-22, accordingly, exceptional increase can be noticed, however, average percentage increase in remuneration was, as per the Company's Policy on remuneration.

c) Mr. Pabitra Panda has been designated as KMP, with effect from 19th May, 2021.

d) Sitting fees paid to Non-Executive including Independent Directors during the FY 2021-22 is not considered, as remuneration for ratio calculation purpose, hence commission paid to them is reported above.

(i) The percentage increase in the median remuneration of employees during the FY 2021-22: 6.40%

(ii) The number of permanent employees on the rolls of Company as on 31st March, 2022: 2,858

(iii) The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the FY 2021-22, the average percentile increase in the managerial remuneration was 10.05% from the previous year. The average increase in the remuneration of employees was 13.02%, from the previous year of 6.54%. These increments are based on the Company's Policy on remuneration and after taking in to consideration market trend, industry benchmarking and Company's performance etc.

(iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for the Directors, KMP's/SMP's and other employees.

2. Particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i) In terms of proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of top ten (10) employees, in terms of remuneration drawn shall be made available to any shareholder, on a specific request made by him/her in writing before the date of AGM, wherein Financial Statements for the financial year 2021- 22 are proposed to be adopted by the shareholders, and such particulars shall be made available by the Company within, three (3) days from the date of receipt of such request from the shareholders.

ANNEXURE-B (Contd.)

- (ii) Details of employees, employed throughout the financial year, who were in receipt of the remuneration for that year which, in aggregate, was not less than ₹ 1.02 Crore: None
- (iii) Details of employees, employed for a part of the financial year, and who were in receipt of the remuneration, during for that financial year at a rate not less than ₹ 8,50,000 per month: None
- (iv) Particulars of employees, employed throughout the financial year, or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: None

ANNEXURE-C

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and 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**") for the financial year ended 31st March, 2022 ["**period under review**"]. The 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 period under review, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the period under review, according to the provisions of applicable law provided hereunder:

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. The 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 (Share Based Employee Benefits) Regulations, 2014 (till 12th August, 2021);
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f 13th August, 2021);
- f) The Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Act and dealing with client.

6. Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as examined on test-check basis and as confirmed by the management, that is to say:

- (a) The Carriage by Road Act, 2007;
- (b) Motor Vehicles Act, 1988;

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2, issued by the Institute of Company Secretaries of India.

We report that, during the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by 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 and other applicable laws.

Adequate notice is given to all directors to hold the Board and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a

ANNEXURE-C (Contd.)

system exists for seeking and obtaining further information and clarifications on the agenda items, before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no instance of dissent in Board or Committee Meetings.

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

We further report that during the period under Review, the Company has not undertaken any specific events/ actions 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:

During the period under review, the Company allotted Sixty Thousand Six Hundred (60,600) Equity Shares of ₹ 2.00 each in accordance with Employee Stock Option Scheme 2016.

For **M/s Vinod Kothari & Company**
Practicing Company Secretaries
Unique Code: P1996WB042300

Vinita Nair
Senior Partner
Membership no: F10559
Certificate of practice no: 11902
UDIN: 010559D000349194
Peer Review Certificate no: 781/2020

Place: Mumbai
Date: 19th May, 2022

Note: This report is to be read with our letter of even date which is annexed as **Annexure 'I'** and forms an integral part of this report.

ANNEXURE-I

[Annexure to Secretarial Audit Report (Non-qualified)]

To,

The Members,

TCI Express Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

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. The list of documents for the purpose, as seen by us, is listed in **Annexure II**;
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. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same;
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Given the challenges and limitations posed by Covid-19, lockdown restrictions (wherever applicable), as well as considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute;
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
6. Wherever required, we have obtained the management representation about the compliance of laws, rules, regulation and happening of events etc.;
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test-check basis;
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;
9. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company;
10. 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;

ANNEXURE-II

[Annexure to Secretarial Audit Report (Non-qualified)]

List of Documents:

1. Minutes for the meetings of following held during the period under review:
 - a) Board of Directors dated 19th May, 2021, 28th July, 2021, 22nd October, 2021, and 28th January, 2022;
 - b) Audit Committee dated 19th May, 2021, 28th July, 2021, 22nd October, 2021, and 28th January, 2022;
 - c) Nomination and Remuneration Committee dated 19th May, 2021, 28th July, 2021, and 28th January, 2022;
 - d) Corporate Social Responsibility Committee dated 19th May, 2021;
 - e) Risk Management Committee dated 19th May, 2021 and 22nd October, 2021;
 - f) Stakeholders Relationship Committee dated 19th May, 2021, 28th July, 2021, 22nd October, 2021, and 28th January, 2022;
2. Agenda papers for Board and Committee meetings along with notice on a sample basis;
3. Proof of circulation of draft and signed minutes of the Board and Committee meetings on a sample basis;
4. Annual Report for the financial year 2020-21;
5. Directors' disclosures under the Act and rules made thereunder;
6. Forms filed with ROC, intimations made to stock exchanges;
7. Policies/ Codes framed under SEBI regulations;
8. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015;
9. Terms of reference of the Committees.

ANNEXURE-D

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the Company's CSR Policy:

The Company describes CSR as its commitment to integrate economic, environmental and social objectives with the company's operations and growth. We strategies our commitment at all level of organization to operate in an economically, socially, and environmentally sustainable manner.

We believe that the Company belongs to its shareholders and being a corporate citizen, it is the responsibility of the Company to behave ethically and contribute to sustainable economic development, while improving the quality of life of the workforce and their families as well as of the local community and society. In order to accomplishing its social ethos, the Company conducts its CSR Programs with a combination of independent CSR agencies and its social development arms, namely TCI Foundation and TCI Charities, with a motto of equality and better life for all citizens at the same time ensuring environmental protection through a range of structured interventions in the areas of (i) promoting education (ii) sports development (iii) rural and community development (iv) skill development (v) health care (vi) pandemic relief measures (vii) environment and animal welfare measures, in line with the Company's Policy on CSR.

The CSR Policy of the Company detailed its vision on CSR and inter-alia provides the approach, direction and guiding principles given by the Board of Directors of the Company in coherence with Schedule VII to the Act, taking into account the recommendations of the CSR Committee, for selection, implementation and monitoring of CSR activities as well as formulation of the Annual Action Plan. The Policy can be reviewed by its stakeholder available at website of the Company at <https://www.tciexpress.in/corporate-governance.aspx?invid=10>.

2. Composition of the CSR Committee and web-link where composition, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company:

The detailed information with regard to the composition, meeting held and attendance at its meeting are provided in the Corporate Governance Report, which forms an integral part of Annual Report.

The composition of Committee is also disclosed on the

Company's functional website at www.tciexpress.in along with Policy and projects approved by the Board, based on recommendations received by the CSR Committee.

3. Provide the details of impact assessment of CSR projects carried out, in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

The Company at present is not required to carry out impact assessment, in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

4. Details of the amount available for set-off, in pursuance of Rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:

For the current FY 2021-22 and preceeding years, no amount is required to be set off, in pursuance of Rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

5. Details of CSR obligations for the financial year:

(₹ in Crores)

S.no	Particulars	Amount
a)	Average profit of the Company as per Section 135(5) of the Act	119.93
b)	Prescribed CSR Expenditure as per Section 135(5) of the Act	2.40
c)	Surplus arising out of the CSR projects/programmes/activities of the previous financial years	-
d)	Amount required to be set off for the financial year, if any	-
e)	Total CSR obligation for the financial year (5b+5c-5d)	2.40

6. Details of CSR amount spent or unspent for the financial year:

During the year under review, your Company has spent ₹ 2.40 Crores on CSR activities, which is 2.00% of the average net profit of last three years, as required under section 135 of the Act. Further, no amount is pending or unspent for the FY 2021-22.

ANNEXURE-D (Contd.)

7. Details of CSR amount spent on other than Ongoing Project for the financial year.

S. no	Name/details of the Project	Item from the list of activities in schedule VII of the Act	Local Area (Yes/No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current financial year	Mode of Implementation (Yes/No)	Mode of Implementation - Through Implementing Agency
				State	District					
1.	Shiksha	Promoting education	Yes	Jharkhand	Khunti	Other than on-going	0.50	0.50	No	TCI Foundation Registration No. CSR00000298
2	Kavach	Promoting preventive healthcare	Yes	Bihar	Patna		0.35	0.35	No	TCI Foundation Registration No. CSR00000298
				Haryana	Panipat					Indraprastha Global Education & Research Foundation Registration No. CSR000008796
3.	Saksham	Empowering women, employment, enhancing vocational skills	Yes	Jharkhand	Khunti		0.075	0.075	No	TCI Foundation Registration No. CSR00000298
4.	Shonya	Promoting sports training for nationally recognized and Olympic sports	Yes	Rajasthan	Churu		0.44	0.44	No	TCI Foundation Registration No. CSR00000298
5.	Samroopta	Rural development and related activities	Yes	Andaman	Port Blair		0.06	0.06	No	TCI Charities Registration No. CSR000008941
6.	Tree plantation and farmers' skill development	Environmental sustainability and rural development	Yes	Maharashtra & Madhya Pradesh	Multiple district		0.25	0.25	No	Global Vikas Trust Registration No. CSR000004400
7.	I. Ambulance facility, medical, feeding and related expenses on animals, & birds; II. Organic farming and training/skill development programmes to the farmers.	Ecological balance, protection of flora and fauna, animal welfare and rural development	Yes	Greater Noida-U.P	Sunpura and other village of Uttar Pradesh		0.40	0.40	No	Sansthanam Abhay Daanam Registration No. CSR00001492
8.	Covid-19 related relief measures including facilitation of subsidized medical services, purchase of medical equipments and treatment to the destitute needy people.	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation	Yes	Gujarat	Valsad		0.33	0.33	No	Shrimad Rajchandra Sarvamangal Trust Registration No. CSR00000266

ANNEXURE-D (Contd.)

8. Details of CSR amount spent against ongoing project for the financial year:

All amount transferred on projects are, in the nature of other than ongoing.

9. Details of unspent CSR amount spent, during the current and preceding three financial years. Specify the reason(s), if the Company has failed to spend two percent (2%) of the average net profit, as per Section 135(5) of the Act:

In terms of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and in accordance with the CSR Policy, your Company has during the FY 2021-22, spent two percent (2%) of the average net profits of three preceding financial years, and no amount is lying as unspent, during the current and preceding three financial years.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details): None**11. Details of expenditure and related matters:**

S. no	Particulars	(₹ in Crores)
a)	Two percent of average profit of the Company as per Section 135(5) of the Act	2.40
b)	Amount spent in administrative overheads	-
c)	Amount spent on impact assessment, if applicable	-
d)	Total amount spent for the financial year	2.40
e)	Excess amount spent for the financial year	-
f)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
g)	Amount available for set off in succeeding financial years	-

12. Responsibility statement by Management:

The CSR Committee confirms that the implementation and monitoring of the CSR Policy of the Company, is in compliance with the CSR objectives of the Company.

On behalf of the **CSR Committee**

On behalf of the **Board of Directors**

Place: Gurugram
Date: 27th May, 2022

D.P Agarwal
Chairperson of Committee

Chander Agarwal
Managing Director

ANNEXURE-E

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

[Pursuant to Section 134 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014]

A. Conservation of Energy

The Company primarily engaged in logistics and transportation services and its operations are not energy intensive prime facie, however, adequate measures have been taken to ensure the optimal usage of energy, avoid wastage and conserve. At TCI Express Limited, we are committed to manage environmental and social footprint in our operations. In the area of energy management, we have embedded a series of initiatives in our operations like investments in renewable energy, energy efficiency, managing our carbon footprint, digitalization and engaging with the community to adopt environment-friendly practices. We are deploying environment friendly technologies in our operations, in a sustained manner. During the year under review, the Company has implemented various energy-saving devices and systems, which help in conserving energy, these efforts are elaborated in the Business Responsibility Report, forming an integral part of this Annual Report.

B. Technology Absorption, Adoption and Innovation

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

Digitalization: The Company has successfully implemented digital documentation with many customers and suppliers, which helps to minimize

our carbon footprint. The digital docket and e-POD's submission to the customers also increased during the FY 2021-22.

Customized API Integration: API integration with customers and suppliers ERP, as per their requirements is a continuous task and many new customers are added, so that business operations are automated with faster speed and accuracy.

Operations Excellence: The Company has successfully integrated the autonomous conveyor belt sorting system with its centralized ERP system. This has significantly reduced the vehicles idle time and increased the operations throughput.

Digital Collection: The Company has implemented the dynamic QR code in receivable documents for providing customers with different payment options. This has significantly reduced the cash and cheque handling.

Business Analytics: The Company has implemented real-time business and operations dashboards using data analytics for operations excellence and business growth. The Company has extensively developed new dashboards for analyzing the business trends and cost control.

Virtual Meetings: The Company has extensively used video conferencing tools for conducting meetings with its employees and customers during the FY 2021-22, as it has become customers-accepted model now. These tools have helped a lot in collaborating with different stakeholders and running its operations as normal.

For and on behalf of the Board
TCI Express Limited

Place: Gurugram
Date: 27th May, 2022

D.P Agarwal
Chairperson
(DIN: 00084105)

Chander Agarwal
Managing Director
(DIN: 00818139)

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Our philosophy of Corporate Governance is backed by rich legacy of fair, ethical, sustainable and transparent governance practices followed in **TCI Express Limited** ('the Company'), since its foundation. We have been practicing these principles of good Corporate Governance at every level of organization and laid strong emphasis on best management practices, which includes compliance of law in true spirit, adherence to ethical standards for effective management, distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

Our continuous approach towards **SUSTAINABLE GROWTH**, enable us to build an environment of trust, accountability, transparency and sustainability that is necessary for fostering long-term investment, financial stability and business integrity. The Company ensures that timely disclosures are made and accurate information is shared with its stakeholders regarding the financial performance, operations and governance, thereby supporting stronger growth and more inclusive societies.

Over the period of time, your Company has complied with the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), directions issued by the Reserve Bank of India ('RBI'), Indian Accounting Standards ('IND-AS'), Secretarial Standards and good corporate practices, which ensure that Company meets its statutory obligations to optimize shareholders value. In this section, we present our Corporate Governance framework, aimed to maintain the highest standards in business operations for the FY 2021-22. There are no non-compliances of any requirements of Corporate Governance Report, as per sub-paras (2) to (10) of Schedule V of Part C of the Listing Regulations.

GOVERNANCE STRUCTURE - BOARD OF DIRECTORS

The Board of Directors ('Board') is entrusted with the ultimate responsibility for the management, general affairs, direction and performance of the Company and has been

vested with requisite powers, authorities and duties. The Company has an active, diverse, experienced and a well-informed Board. Through the governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities towards all its stakeholders, by encompassing best practices to support effective and ethical leadership, sustainability and good corporate citizenship. In guidance of Board's leadership, Corporate Governance has always been an integral element of the Company and it believes that sustainable corporate growth emanates from the top management down through the organization to the various stakeholders and reflected in its sound financial and governance system.

Composition and Competencies

The Company's Board consists of eminent persons with considerable professional expertise and experience. As on 31st March, 2022, the strength of Board comprised of Eight (8) Directors, out of which Four (4) are Independent (including one Woman Director), Three (3) are Non-Executive & Non-Independent and one (1) is Executive Managing Director. The Chairperson is a Non-Executive Director and being a Promoter of the Company, one-half (50%) of the total number of Directors on the Board, is Independent. All Directors, other than the Managing Director and the Independent Directors, are liable to retire by rotation.

Pursuant to Section 149(4) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations, the Company has a balanced Board, comprising of an optimal blend of Executive and Non-Executive Directors including independent professionals, with rich experience and expertise from diverse background, relevant to the Company's business. All Directors of the Company are resident Directors.

Brief profile of each Director(s) is available on the website of the Company at www.tciexpress.in. In the given table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However, in the absence of Director's name in the given list, does not necessarily mean that he/she does not possess the corresponding qualification or skill.

Skills /expertise/competencies identified by the Board in the context of its businesses	Name of the Directors, who have such skills/ expertise/ competence
Business and industry in which the organization operates	Mr. D.P Agarwal, Mr. Phool Chand Sharma, Mr. Vineet Agarwal and Mr. Chander Agarwal
Leadership, management skills, astute analytical abilities, economic know how, risk management	Mr. D.P Agarwal, Mr. Ashok Kumar Ladha, Mrs. Taruna Singhi, Mr. Murali Krishna Chevuturi, Mr. Phool Chand Sharma, Mr. Prashant Jain, Mr. Vineet Agarwal and Mr. Chander Agarwal
Accounting, financial, Corporate Governance, sustainability, taxation etc.	Mr. D.P Agarwal, Mr. Ashok Kumar Ladha, Mrs. Taruna Singhi, Mr. Murali Krishna Chevuturi, Mr. Phool Chand Sharma, Mr. Prashant Jain, Mr. Vineet Agarwal and Mr. Chander Agarwal

CORPORATE GOVERNANCE REPORT (Contd.)

Compliance with Directorship and Committee positions

The Company has received requisite disclosures from its Directors, regarding Directorship and Committee positions in other Companies, on the basis of which it is hereby confirmed that in terms of the Listing Regulations, as on 31st March, 2022, none of the Directors of your Company is a Director in more than twenty (20) Companies (including Private Companies) or acts as Director (including Independent or alternate Directorship) in more than seven (7) listed Companies, or three (3) listed Companies in case they serve as a Whole-time Director in any listed Company. 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.

The Chairperson-ship(s)/Membership(s) of mandatory Committees of the Board are within the permissible limits as stipulated under Regulation 26(1) of the Listing Regulations. Accordingly, none of the Directors on the Board of your Company is a Member of more than ten (10) Committees and Chairperson of more than five (5) Committees, across all Indian Public Limited Companies, in which he/ she is a Director.

The names and categories of the Directors on the Board of Company and other listed Companies along with number of Directorships and Committee position held by them in other Public/Private limited Companies as on 31st March, 2022 are given herein below:

Name, Category and Directorship held in TCI Express Limited and other listed Companies	¹ Number of Directorship		² Number of Committee Position	
	Public	Private	Chairperson	Member
Mr. D. P. Agarwal (NED) a) Transport Corporation of India Limited (ED) b) TCI Developers Limited (NED) c) TCI Industries Limited (NED) d) Jay Bharat Maruti Limited (NEID) e) Indo Rama Synthetics India Limited (NEID)	7	0	1	2
Mr. Ashok Kumar Ladha (NEID)	5	1	0	1
Mrs. Taruna Singhi (NEID)	1	5	1	0
Mr. Murali Krishna Chevuturi (NEID)	2	0	2	0
Mr. Phool Chand Sharma (NED) a) TCI Developers Limited (NED)	6	0	2	1
Mr. Prashant Jain (NEID)	2	1	0	1
Mr. Vineet Agarwal (NED) a) Transport Corporation of India Limited (ED) b) TCI Developers Limited (NED) c) Somany Ceramics Limited (NEID)	6	3	0	5
Mr. Chander Agarwal (ED) a) Transport Corporation of India Limited (NED) b) TCI Developers Limited (NED)	5	2	0	2

Notes:

- Directorships held in Public Companies (including TCI Express Limited) and Private Limited Companies are included, and Section 8 Companies, Foreign Companies are excluded;
- For the purpose of considering the Committee Memberships and Chairpersonship, the Audit Committee and the Stakeholders' Relationship Committee of Public Limited Companies (including TCI Express Limited) alone have been considered;
- Except as stated above, no other Director holds appointment in listed Company (ies), other than TCI Express Limited;
- Here ED-Executive Director, NED-Non Executive Director, NEID- Non Executive Independent Director.

CORPORATE GOVERNANCE REPORT (Contd.)

Declaration from Independent Directors

All the Independent Directors on the Board of your Company have confirmed that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act and they are not aware of any circumstance or situation, which exists 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. The Independent Directors do not have any pecuniary relationship or transactions with the Company, Promoters and Management, which may affect independence or judgment of the Directors in any manner.

The Board of Company has carried out an assessment of declarations and confirmations, submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management, and they also fulfill the conditions specified in the Listing Regulations and the Act.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, ('IICA'). The Independent Directors of your Company are exempt from the requirement to undertake online proficiency self-assessment test.

Re-appointment or resignation by the Directors

Mr. Chander Agarwal was re-appointed by the shareholder's at their annual meeting held on 28th July, 2021, as the Managing Director of the Company for a term of five (5) years, commencing from 18th August, 2021. Also in the said meeting, Mr. Ashok Kumar Ladha, Mrs. Taruna Singhi, Mr. Murali Krishna Chevuturi and Mr. Prashant Jain, were re-appointed as Independent Directors for a second term of five (5) consecutive years.

During the year under review, none of the Director including Independent Director had resigned before the expiry of their respective tenure(s).

Resume of Directors seeking re-appointment

Brief resume of Mr. D.P Agarwal seeking re-appointment at the 14th Annual General Meeting is appended to the notice calling the Annual General Meeting.

Relationship between Directors

Mr. D.P Agarwal, Mr. Vineet Agarwal and Mr. Chander Agarwal are related to each other. None of the other present Directors are inter-se related as defined under the Act and Listing Regulations.

Board and Annual General Meeting(s)

The Board of the Company meets at least four (4) times in a financial year and the intervening gap between the meetings is within the period prescribed under the Act and the Listing Regulations. Additional meetings are held to meet business exigencies or urgent matters. Where permitted, resolutions are passed by circulation and the same are noted at the subsequent meeting of the Board and/or Committees. The Board meetings are governed by structured agenda. The agenda is circulated well in advance to the Board Members, along with comprehensive background information on the items in the agenda, to enable the Board to deliberate on relevant points and arrive at an informed decision. Apart from Board Members, the Board and Committee meetings are generally also attended, wherever required, by the Chief Operating Officer and Chief Financial Officer of the Company, to provide additional inputs on the items being discussed by the Board.

The Company Secretary acts as the Secretary to the Board and its Committees and is present at Board and Committee meetings to apprise and advise the Members on compliances, governance and applicable laws. The Company Secretary notes the proceedings of each meeting. The draft of Minutes are prepared, circulated to all the Directors for their comments, finalized, entered in the Minutes Book and thereafter signed by the Chairperson, in accordance with the applicable Secretarial Standards.

In light of the unprecedented times faced by the Companies in India due to Covid-19, the Company facilitated participation of the Directors in Board/Committee and Annual General Meeting through video conferencing and other audio-visual mode, in compliance of provisions of the Act, Listing Regulations and Secretarial Standard read with circulars issued by the regulatory bodies, time to time.

The Company adheres to the provisions of the Act read with the Rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its Committees and the General Meetings of the shareholders of the Company.

During the FY 2021-22, four (4) meetings of the Board of Directors were held through video conferencing facility.

CORPORATE GOVERNANCE REPORT (Contd.)

The requisite quorum was present at all the meetings. The details of Board meetings held during the FY 2021-22 along with attendance of Directors thereon are given below:

Name of the Director(s)	Category	Date of Board meeting held during the financial year			
		19.05.2021	28.07.2021	22.10.2021	28.01.2022
Mr. D.P Agarwal	NED	✓	✓	✓	✓
Mr. Ashok Kumar Ladha	NEID	✓	✓	✓	✓
Ms. Taruna Singhi	NEID	✓	✓	✓	LOA
Mr. Murali Krishna Chevuturi	NEID	✓	✓	✓	✓
Mr. Phool Chand Sharma	NED	✓	✓	✓	✓
Mr. Prashant Jain	NEID	✓	✓	✓	LOA
Mr. Vineet Agarwal	NED	✓	✓	✓	✓
Mr. Chander Agarwal	ED	✓	✓	✓	✓

NED-Non Executive Director, NEID- Non Executive Independent Director, ED-Executive Director, LOA-leave of absence

Annual General Meeting

The preceding 13th Annual General Meeting of the Company was held on Wednesday, 28th July, 2021, through video conferencing. All the Directors were present at the said Annual General Meeting. The Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and Risk Management Committee were present at the Annual General Meeting.

The 14th Annual General Meeting will take place on Wednesday, 03rd August 2022 at 10:30 A.M, through Video Conferencing, pursuant to the guidelines issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). For details, please refer to the Notice of Annual General Meeting.

Separate meeting and familiarization programme

As stipulated under the Act read with the code for Independent Directors, provided under Schedule IV to the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors of the Company was held on 19th May, 2021, to discuss the performance evaluation of Directors (including Chairperson) and the Board as a whole (including Committees of Board) and also to assess the quality, content and timeliness of flow of information between the Management and the Board, including the quality of Board Agenda papers and Minutes.

All the Independent Directors were present at the meeting and expressed their satisfaction and complimented the good process followed by the Company.

The Company regularly updates the Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business models, regulatory updates etc. The Independent Directors have been provided with necessary documents, reports and

internal policies to familiarize them with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and its Committee meeting(s) on business framework and performance updates of the Company, which facilitates them to clearly understand the business of the Company and the environment, in which the Company operates. Apart from quarterly updates, they are periodically updated on material changes in regulatory framework and its impact on the Company on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors at respective meetings. The Board also shared its thought on these amendments and the Company strives to implement these guidelines to the extent permitted by the law.

The details of familiarization programmes provided to the Directors of the Company are mentioned in the Board's Report and can also be accessed through the following link: www.tciexpress.in.

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.

COMMITTEES OF THE BOARD

The Company acknowledges that Board's Committees play a crucial role in the governance structure of the Company and established a set of Committees under their respective terms of references, framed in accordance with the Act and the Listing Regulations.

The Committee(s) meet at regular intervals to perform its duties entrusted by the Board. The schedule of the Board/ Committee meetings is circulated to the Directors in

CORPORATE GOVERNANCE REPORT (Contd.)

advance to enable them to plan their schedule for effective participation in the meetings. Due to business exigencies, the Committee has also been approving several proposals by circulation from time to time. The Board reviews the functioning of these Committees from time to time.

During the FY 2021-22, all recommendations made by the statutorily Committees of the Board of Directors, were accepted by the Board of the Company. The Company Secretary acts as the Secretary to all the Committees. As on reporting date, the Board is functioning with its Committee(s), as set out in the following table given hereunder:

Audit Committee	Corporate Social Responsibility Committee
Nomination and Remuneration Committee	Risk Management Committee
Stakeholders' Relationship Committee	Share Transfer Committee

Detailed terms of reference, composition, quorum, meetings, attendance and other relevant details of these Committees are provided hereunder:

AUDIT COMMITTEE

Terms of reference

The Audit Committee is predominantly entrusted with the responsibility to supervise the Company's internal controls, financial reporting process and its compliance with the legal and regulatory requirements. It is governed by its charter, which is in line with the regulatory requirements mandated by the Act and the Listing Regulations. The important functions of Audit Committee are enumerated below:

- Overseeing the Company's financial statements, financial reporting process, statement of cash flow and disclosure of its financial information, both on an annual and quarterly basis, to ensure that the financial statements are correct, sufficient and credible;
- Discussing with the 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;
- Reviewing with the management quarterly, half-yearly, nine-months and annual financial statements and Auditors Report there on, before submission to the Board for approval;
- Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
- Recommending the appointment, remuneration, terms of appointment and scope of Statutory Auditors of the Company and approval for payment towards any other service;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process and internal control systems;
- Reviewing the adequacy of internal audit function and discussing with the internal auditors on the significant findings and further course adopted;
- Reviewing internal audit reports relating to internal control and letters of internal control weaknesses, if any issued by the auditors;
- Evaluating internal financial controls and risk management systems;
- Reviewing the functioning of the whistle blower mechanism;
- Reviewing and recommending policies in relation to prohibition of the Insider Trading Code and supervise implementation of the same;
- Reviewing inter-corporate loans and investments, if any;
- Reviewing the legal matters which could have a material impact on the Company;
- Reviewing, approving or subsequently modifying transactions of the Company with related parties; and
- Carrying out any other function, as mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Act or Listing Regulations as amended, or by any other regulatory authority.

In addition, the powers and role of the Audit Committee are as laid down under Section 177 of the Act and Regulation 18 and Schedule II, Part C of the Listing Regulations. An indicative list of the said terms is also made available on the website of Company.

Composition and meetings

The composition of the Committee is in compliance with the Act and the Listing Regulations. All the four (4) Members of the Audit Committee are Non-Executive Directors, with two-thirds of them including the Chairperson of the Committee, being Independent Directors. All the Members of the Committee are financially literate and have accounting and related financial management expertise.

During the financial year under review, four (4) meetings of Audit Committee were held commencing from 19th May, 2021, 28th July, 2021, 22nd October, 2021 and 28th January, 2022 with an interval of less than one hundred and twenty days (120) between two consecutive meetings. The necessary quorum was present at all the meetings.

CORPORATE GOVERNANCE REPORT (Contd.)

The Chief Operating Officer and Chief Financial Officer are permanent invitees for all meetings of the Audit Committee. The concerned partners/ authorized representatives of the Statutory Auditors and Internal Auditors are also invited to the meetings to brief the Committee on all the points covered in the financial report and internal audit report as well as other related issues that come up during the discussions.

The details of composition of Committee, meeting held and attendance at its meetings are set out in the following table given hereunder:

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Murali Krishna Chevuturi	Non-Executive Independent Director	Chair person	4	4
Mr. Ashok Kumar Ladha	Non-Executive Independent Director	Member	4	4
Mr. Prashant Jain	Non-Executive Independent Director	Member	4	3
Mr. Vineet Agarwal	Non-Executive Director	Member	4	4

Note: Mr. Murali Krishna Chevuturi, Chairperson of the Committee was present at the Annual General Meeting held on 28th July, 2021.

NOMINATION AND REMUNERATION COMMITTEE

Terms of reference

The Nomination and Remuneration Committee broadly assists the Board to formulate policies relating to the composition, performance evaluation and remuneration of the Directors, key managerial personnel (KMP), Senior Management Personnel (SMPs) and other employees, in consistent with criteria approved by the Board. The important functions of Nomination and Remuneration Committee are enumerated below:

1. Identification and recommendation to Board of persons who are qualified to become Director, KMP in accordance with the criteria laid down;
2. Considering recommendations of the KMPs with respect to appointment & removal of 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 and 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. 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;

6. Formulation of evaluation criteria for Independent/ Non-Independent/Executive Directors and the Board as a whole which includes its Committees and the KMPs;
7. Formulation and 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.

Apart from the above, the Committee also exercises the role and powers entrusted to it by the Board and/or specified/ provided under the Act or Listing Regulations as amended, or by any other regulatory authority. An indicative list of the said terms is also made available on the website of Company.

Composition and meetings

The composition of Nomination and Remuneration Committee is in compliance with the Act and the Listing Regulations. All the four (4) Members of the Nomination and Remuneration Committee are Non-Executive Directors, with two-thirds of them including the Chairperson of the Committee, being Independent Directors.

During the financial year under review, three (3) meetings of Nomination and Remuneration Committee were held on 19th May, 2021, 28th July, 2021, and 28th January, 2022. The necessary quorum was present at all the meetings. The details of composition of Committee, meeting held and attendance at its meetings are set out in the following table given hereunder:

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Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Ashok Kumar Ladha	Non-Executive Independent Director	Chair person	3	3
Mr. D.P. Agarwal	Non-Executive Director	Member	3	3
Mr. Murali Krishna Chevuturi	Non-Executive Independent Director	Member	3	3
Mr. Prashant Jain	Non-Executive Independent Director	Member	3	2

Note: Mr. Ashok Kumar Ladha, Chairperson of the Committee was present at the Annual General Meeting held on 28th July, 2021.

Nomination and Remuneration Policy

The Company, on the recommendation of the Nomination and Remuneration Committee has formulated and adopted a Remuneration Policy, defining in detail the objective, roles and responsibilities of the Committee for its Directors, KMP, SMP and other employees of the Company, in terms of Section 178 of the Act read together with Regulation 19 of the Listing Regulations, as amended from time to time.

Salient features of the Nomination and Remuneration Policy

The Nomination and Remuneration Policy sets out the guiding principles for identifying and ascertaining the integrity, qualification, expertise and experience of the person for the appointment as Director, KMP, SMP and other employees. The Policy further sets out guiding principles for the Nomination and Remuneration Committee for determining and recommending to the Board, remuneration of Managerial Personnel, KMP, SMP and other employees of the Company. The Policy is available on the website of the Company at <https://www.tciexpress.in/corporate-governance.aspx?invid=10>. The Nomination and Remuneration Committee in accordance with the Remuneration Policy, recommends remuneration of the Directors, KMP, SMP and other employees to the Board for its approval.

It also formulates criteria for evaluation of Executive Director, Non-Executive Director, Independent Directors, KMP/SMP and Board (including its Committee) as a whole and ensures that Directors are inducted through suitable familiarization process and regular training is given to the Independent Directors.

REMUNERATION STRUCTURE

Executive Director

The terms and conditions of appointment and remuneration of Executive Director is governed by resolutions passed by

the Board of Directors and Members' of the Company, which cover the terms of such appointment and are implemented in conjunction with the service rules of the Company. The shareholders of the Company at their 13th Annual General Meeting, have approved re-appointment of Mr. Chander Agarwal as Managing Director and remuneration payable for a period of five (5) consecutive years, commencing from 18th August, 2021.

The remuneration package of Mr. Chander Agarwal is recommended by the Nomination and Remuneration Committee and approved by the Board, within the ceiling fixed by the Members. Annual increments are also placed before the Board for approval, based on recommendation received by the Committee. The Company strives to provide fair compensation to its Directors, taking into consideration remuneration practices of Companies of similar stature, industry benchmarks, Company's performance and individual performance of the Director over a period of time.

The present remuneration structure of Mr. Chander Agarwal comprises fixed salary, house rent allowance, annual commission, Company's contribution to provident fund and gratuity, leave encashment and other perquisites in accordance with the rules of the Company, applicable from time to time. The remuneration of Managing Director shall at all times be determined in the manner provided under Section 197 and 198 of the Act and the Listing Regulations.

The Managing Director is not paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. No notice period or severance fee is payable to him. Presently, the Company does not have a scheme for grant of stock options to the Managing Director and hence he does not hold any stock options as on date.

Details of remuneration paid to Mr. Chander Agarwal- Managing Director for the FY 2021-22 and equity shares held as at 31st March, 2022 is given in the table below:

(₹ in Crores)

Basic Salary	Allowance	Perquisites	Commission	Retirals & other benefits	Shares
3.00	1.75	0.09	3.75	0.46	9,17,131

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Non-Executive Directors

All the Non-Executive Directors including the Independent Directors and the Chairperson receive remuneration by way of sitting fees for attending the meetings of the Board and its Committees of which they are Members, and commission as may be determined by the Board after taking into account recommendations of the Nomination and Remuneration Committee, within the range approved by the shareholders. The shareholders of the Company at their 13th Annual General Meeting, approved remuneration of Non-Executive Directors at a rate not exceeding 0.50% of the net profit of the Company, computed in the manner provided under Section 197 and 198 of the Act and the Listing Regulations. During the reporting year, Mr. D.P Agarwal, Mrs. Taruna Singhi, Mr. Prashant Jain and Mr. Vineet Agarwal have waived their right to receive any sitting fees for attending Board and Committee meetings.

The commission payable to Non-Executive Directors is decided by the Board, on recommendation of the Nomination and Remuneration Committee, based on number(s) of factors including Company's performance, number of Board and Committee meetings attended, individual contributions at the meetings and contributions made by the Directors other than in meetings.

Details of sitting fees and commission paid to Non-Executive and Independent Directors for the FY 2021-22, and equity shares held as at 31st March, 2022 is given in the table below:

(₹ in Crores)

S.no.	Name of the Director	Category	Sitting fee	Commission	No of equity shares
1.	Mr. D.P Agarwal	Non-Executive Director	-	0.06	4,19,314
2.	Mr. Ashok Kumar Ladha	Non-Executive Director	0.05	0.06	-
3.	Mrs. Taruna Singhi	Non-Executive Director	-	0.06	-
4.	Mr. Murali Krishna Chevuturi	Non-Executive Director	0.05	0.06	-
5.	Mr. Phool Chand Sharma	Non-Executive Director	0.04	0.06	56,402
6.	Mr. Prashant Jain	Non-Executive Director	-	0.06	-
7.	Mr. Vineet Agarwal	Non-Executive Director	-	0.06	9,93,497

Management Staff

The remuneration for employees is governed by industry patterns, qualifications and experience of the employees, responsibilities handled by them, their annual performance, etc. The annual increments to the remuneration paid to the employees are also considered by the Committee.

Pecuniary Relationship with Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive and/or Independent Directors, other than payment of sitting fees to them for attending Board and Committee meetings and commission as approved by the Members and Board, for their invaluable services to the Company.

Stock Options to Non- Executive Directors

During the financial year under review, the Company has not issued stock options or convertible securities or shares with differential voting rights to its Director(s), accordingly none of the Director(s) holds convertible instruments in the Company as at 31st March, 2022. Mr. Phool Chand Sharma holds 56,402 equity shares in the Company, pursuant to his entitlement of ESOP's granted in the capacity of Whole Time Director and exercised during the previous years.

Pledge of Shares

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders of the Company as on 31st March, 2022. Pursuant to Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Chief Promoter has submitted a declaration to the Audit Committee of the Company, that he/they along with the other Members of the Promoter Group, have not made any encumbrance, directly or indirectly, during the FY 2021-22, in respect of the shares held by them in the Company. The said declaration was noted by the Audit Committee.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee predominately empowered to review compliance relating to the shareholders and protect their interest. The important functions of the Committee are enumerated below:

1. Review and resolve the grievance of shareholders of the Company including complaints related to transfer, transmission of securities, non-receipt of annual report/dividends/ notices etc.;

CORPORATE GOVERNANCE REPORT (Contd.)

2. Review of transfer of unclaimed dividends and shares to Investor Education & Protection Fund;
3. Review of movements in shareholding structure of the Company;
4. Review of measures taken for effective exercise of voting rights by shareholders;
5. Ensuring setting of proper controls and oversight of performance of the Registrar & Share Transfer Agent;
6. 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 and/or specified/ provided under the Act or Listing Regulations as amended, or by any other regulatory authority. An indicative list of the said terms is also made available on the website of Company.

Composition and meetings

During the financial year under review, four (4) meetings of Stakeholders' Relationship Committee were held on 19th May, 2021, 28th July, 2021, 22nd October, 2021 and 28th January, 2022. The necessary quorum was present at all the meetings. The details of composition of Committee, meeting held and attendance at its meetings are set out in the following table given hereunder:

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mrs. Taruna Singhi	Non-Executive Independent Director	Chair person	4	3
Mr. Vineet Agarwal	Non-Executive Director	Member	4	4
Mr. Phool Chand Sharma	Non-Executive Director	Member	4	4

Note: Mrs. Taruna Singhi, Chairperson of the Committee was present at the Annual General Meeting held on 28th July, 2021.

Investor's Service

The Board has delegated the authority to Share Transfer Committee for monitoring and approving transfers, transmissions, transposition, dematerialization of shares, issue of duplicate share certificates, subdivision/ split of shares, allotment of shares and all matters incidental thereto. The decisions of Share Transfer Committee are placed before the Board at their subsequent meetings. The Committee comprised of three (3) Members. Mr. Chander Agarwal, Executive Director headed the Committee, Mr. Vineet Agarwal and Mr. Phool Chand Sharma, Non-Executive Director(s), act as Member to the Committee.

Ms. Priyanka, Company Secretary, functions as the Compliance Officer as required under Regulation 6 of the Listing Regulations. She has also been appointed as the nodal officer in line with statutory requirements.

M/s. KFin Technologies Limited-Registrar and Share Transfer Agents (RTA) of the Company, continue to serve our investor's need and provide entire range of services to the shareholders of the Company.

Share Transfer System

Effective 1st April, 2019, the requests for transfer of equity shares were required to be processed only in dematerialized form. The Company had accordingly, stopped accepting any fresh transfer requests for securities held in physical form with effect from the said date. In order to address the issue

of transfer requests filed prior to 1st April, 2019 but rejected due to deficiency in documents, etc., the Company accepted transfer requests up to 31st March, 2021, in accordance with the SEBI circular dated 07th September, 2020. After 31st March, 2021, the Company had stopped accepting any transfer requests in physical mode.

In terms of revised provisions of Regulation 40 of the Listing Regulations, requests for transfer, transmission or transposition of securities will also processed in the dematerialized form only. Therefore, Members who continue to hold equity shares of the Company in physical form, are requested to dematerialize their shareholding to avail improved real time investor service.

The Members are requested to take note of the SEBI circular dated 3rd November, 2021, whereby it has simplified norms for processing investor's service request by the RTAs and submission of KYC particulars. Accordingly, the Company had issued letters to its shareholders, holding shares in physical mode, requesting to furnish/update KYC particulars such as email address, mobile number, PAN and linkage thereof, bank and nomination details etc.

Attention of the shareholders is also invited to the SEBI's circular dated 20th April, 2018, pursuant to which the Company has written to shareholders, holding shares in physical form, requesting them to furnish their PAN, KYC and Bank details. Those shareholders who are yet to respond to the Company's request in this regard, are once

CORPORATE GOVERNANCE REPORT (Contd.)

again requested to take action in the matter at the earliest. The requisite forms are made available on the website of Company and its RTA.

The shareholders may correspond with the Company's RTA for any assistance relating to dematerialization of shares, share transfers, transmissions, change of address, change in bank details, non-receipt of dividend or any other query relating to shares at the below mentioned address:

Name of the RTA	M/s. KFin Technologies Limited (Formerly known as 'KFin Technologies Private Limited')
Address	Selenium Building, Tower-B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032
Contact	+91 40 6716 2222
E-mail	rajeev.kr@kfintech.com
Website	www.kfintech.com

SEBI Complaints Redress System (SCORES)

The investors' complaints are also being processed through the centralized web base complaint redressal system of 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.

All investor's request was processed within the statutory period and no complaint is lying as on 31st March, 2022. The number of investor complaints received, resolved and outstanding as on 31st March, 2022, are set out in the following table given hereunder:

Shareholder complaints	Status
No. of Shareholder complaints pending at the beginning of year	Nil
No. of Shareholder Complaints received during the year	01
No. of Shareholder Complaints resolved during the year	01
No. of Shareholder Complaints pending at the closing of year	Nil

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with Section 135 of the Act, the Board of Directors of the Company has formed a Corporate

Social Responsibility ('CSR') Committee and devised a Policy on CSR, based on recommendations received by the CSR Committee, which inter alia sets out the guiding principles to the social and economic development of the community, in which, the Company operates. Subsequent to the year end, the CSR Policy was amended to incorporate the amendments made in the Act and the Companies (Corporate Social Responsibility) Rules, 2021, which came into effect from 22nd January, 2021, with respect to guiding principles for selection, implementation and monitoring of activities as well as the formulation of Annual Action Plan, etc. The Policy is available on the website of the Company at www.tciexpress.in. A detailed CSR Report, giving detail of the CSR activities undertaken by the Company during the year under review, along with the amount spent are provided under the Board's Report, forming internal part of Annual Report.

The important functions of Corporate Social Responsibility Committee are enumerated below:

- To formulate and recommend to the Board, Policy on CSR and changes therein, as may be required to give effect to any applicable laws, Rules or Regulations or to implement or carry out CSR activities in a more efficient manner;
- To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following:
 - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - the manner of execution of such projects or programmes;
 - the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - monitoring and reporting mechanism for the projects or programmes; and
 - details of need and impact assessment, if any, for the projects undertaken by the Company.

Apart from the above, the Committee also exercises the role and powers entrusted to it by the Board and/or specified/ provided under the Act or Listing Regulations as amended, or by any other regulatory authority. An indicative list of the said terms is also made available on the website of Company.

Composition and meetings

During the financial year under review, one (1) meeting was held on 19th May, 2021. The necessary quorum was present at the meeting. The details of composition of Committee, meeting held and attendance at its meeting are set out in the following table given hereunder:

CORPORATE GOVERNANCE REPORT (Contd.)

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. D.P. Agarwal	Non-Executive Director	Chair person	1	1
Mrs. Taruna Singhi	Non-Executive Independent Director	Member	1	1
Mr. Chander Agarwal	Executive Director	Member	1	1

RISK MANAGEMENT COMMITTEE

The primary role of the Risk Management Committee is that of assisting the Board in overseeing the Company's risk management processes and controls. The Risk Management Committee, through its Policy on Risk Management, seeks to minimize adverse impact on the business objectives and enhance stakeholder value.

Pursuant to amendment made under the Listing Regulations, notified on 06th May, 2021, the Board of Directors at its meeting held on 19th May, 2021, has re-constituted the Risk Management Committee to include one Non-Executive Independent Director as Chairperson and also enhanced its terms of reference, to align the same with the amendments. The important functions of the Risk Management Committee are enumerated below:

1. To identify and assess internal and external risks that may impact the Company in achieving its strategic objectives and ensure that appropriate methodology and standard operating processes are in place to monitor and evaluate risks associated with the business of the Company including, evaluating the adequacy of risk management systems;
2. To review risk management process that ensures a prudent balance between risks and reward in the Company's business activities;
3. To formulate, review and recommend to the Board a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the Company, in particular, including financial, operational, sectoral, sustainability, ESG, information, cyber security risks etc.;
 - b) Measures for risk mitigation including systems & processes for internal control of identified risks;
 - c) Business continuity plan;
4. To review monitor and oversee implementation of the risk management plan and policy, considering the changing industry dynamics and evaluating the adequacy of risk management systems and update the Board about the nature and content of its discussions, recommendations and actions to be taken;
5. To review the legal matters which could have a material impact on the Company;
6. To assure that financial risk is being effectively managed and controlled:

Apart from the above, the Committee also exercises the role and powers entrusted to it by the Board and/or specified/ provided under the Act or Listing Regulations as amended, or by any other regulatory authority. An indicative list of the said terms is also made available on the website of Company.

Composition and meetings

During the financial year under review, two (2) meetings of Risk Management Committee were held on 19th May, 2021 and 22nd October, 2021. The necessary quorum was present at all the meetings. The details of composition of Committee, meetings held and attendance at its meetings are set out in the following table given hereunder:

Name of the Director(s)	Category	Position	Number of Meetings	
			held during the year	attended during the year
Mr. Prashant Jain	Chairperson*	Chair person	2	1
Mr. Chander Agarwal	Executive Director	Member	2	2
Mr. Phool Chand Sharma	Non- Executive Director	Member	2	2
Mr. Mukti Lal	Chief Financial Officer	Member	2	2

* Mr. Prashant Jain was inducted as Chairperson, with effect from 19th May, 2021.

CORPORATE GOVERNANCE REPORT (Contd.)

Risk Management Framework

Details of risk management framework have been given under the Board's Report and Management Discussion and Analysis Report, forming internal part of Annual Report.

Listing and liquidity of Shares

The equity shares of the Company are listed at the following Stock Exchanges, as provided under the table below and the annual fees for FY 2021-22 have been paid. The Equity Shares of the Company have not been suspended from trading on the said Stock Exchanges or by any Regulatory/ Statutory Authority.

Name and address of the Stock Exchange(s)	Stock Code	Listed share capital
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023.	540212	38,495,125
The National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400051	TCIEXP	38,495,125

The Company's equity shares are tradable in dematerialized form and have established connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has paid annual custodial fees for the FY 2021-22 to the NSDL and CDSL. The Company (through its RTA) provides

the facility of simultaneous transfer and dematerialization of shares and has confirmed the same to NSDL and CDSL. The International Securities Identification Number of securities of the Company is INE586V01016.

As on 31st March, 2022, total 37,891,800 equity shares of the Company, representing 98.43 % of total equity share capital are dematerialized. The status of shares held in demat and physical format is given below:

Particulars	No. of Shares	% of Share capital
Shares held in Demat form with NSDL	34,987,377	90.89
Shares held in Demat form with CDSL	29,04,423	7.54
Shares held in Physical	6,03,325	1.57
Total	38,495,125	100.00

Reconciliation of Share Capital

A qualified Practicing Company Secretary carried out quarterly examination of secretarial records to reconcile the total admitted share capital with NSDL and CDSL and the total issued and listed capital. The audit confirmed that the total issued and 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.

DISCLOSURE ON EQUITY CAPITAL

a) Distribution of Shareholding

The shareholding distribution of equity shares as at 31st March, 2022 is provided in the table below:

S. no	No. of Shares	No. of Holders	% to total Holders	No. of Shares	% to total Shareholding
1.	1 -5000	42,470	99.62	44,35,718	11.52
2.	5001 - 10000	72	0.17	5,15,794	1.34
3.	10001 - 20000	39	0.09	5,31,649	1.38
4.	20001 - 30000	12	0.03	2,81,010	0.73
5.	30001 - 40000	7	0.02	2,43,176	0.63
6.	40001 - 50000	4	0.01	1,84,466	0.48
7.	50001 - 100000	5	0.01	3,71,201	0.97
8.	100001 and above	25	0.06	31,932,111	82.95
Total		42,634	100.00	38,495,125	100.00

CORPORATE GOVERNANCE REPORT (Contd.)

b) Shareholding Pattern

The shareholding pattern of the Company as at 31st March, 2022 with a comparison as at 31st March, 2021 is provided in the table below:

S. no	Category	As on 31.03.2022		As on 31.03.2021	
		No. of Shares held	% to total Capital	No. of Shares held	% to total Capital
A	Promoters and Promoters Group	25,672,180	66.69	25,672,180	66.79
	1. Indian Promoter including HUF	59,69,878	15.51	59,69,878	15.53
	2. Bodies Corporate	17,214,805	44.72	17,214,805	44.79
	3. Partnership Firm	24,87,497	6.46	24,87,497	6.47
B	Non-Promoters Holding	1,28,22,945	33.31	12,762,345	33.21
	Institutional Investors				
	4. Mutual Funds	3,108,565	8.08	3,940,902	10.25
	5. Alternate Investment Fund	17,291	0.04	18,125	0.05
	6. Foreign Portfolio Investors	7,69,178	2.00	8,71,208	2.27
	7. Financial Institutions/Banks	666	0.00	666	0.00
	Non-institutional Investors				
	8. Indian Public	58,80,150	15.27	53,07,352	13.81
	9. Trusts	21,458	0.06	27,397	0.07
	10. Non Resident Indians (Repatriable and Non Repatriable)	13,93,340	3.62	1,383,928	3.60
	11. Clearing members	7,739	0.02	27,748	0.07
	12. Body Corporate	7,48,452	1.94	7,41,009	1.93
	13. Employees-ESOP's	97,971	0.25	70,603	0.18
	14. Unclaimed Suspense Account	360,310	0.94	3,62,265	0.94
	15. Qualified Institutional Buyer	4,17,825	1.09	11,142	0.04
Total		3,84,95,125	100.00	3,84,34,525	100.00

Note: Increase in paid up capital was consequent to allotment of equity shares under ESOP-2016.

c) Market Price Data

The details of high, low and closing market price of the equity shares of the Company at BSE and NSE during the FY 2021-22 are provided in the table below:

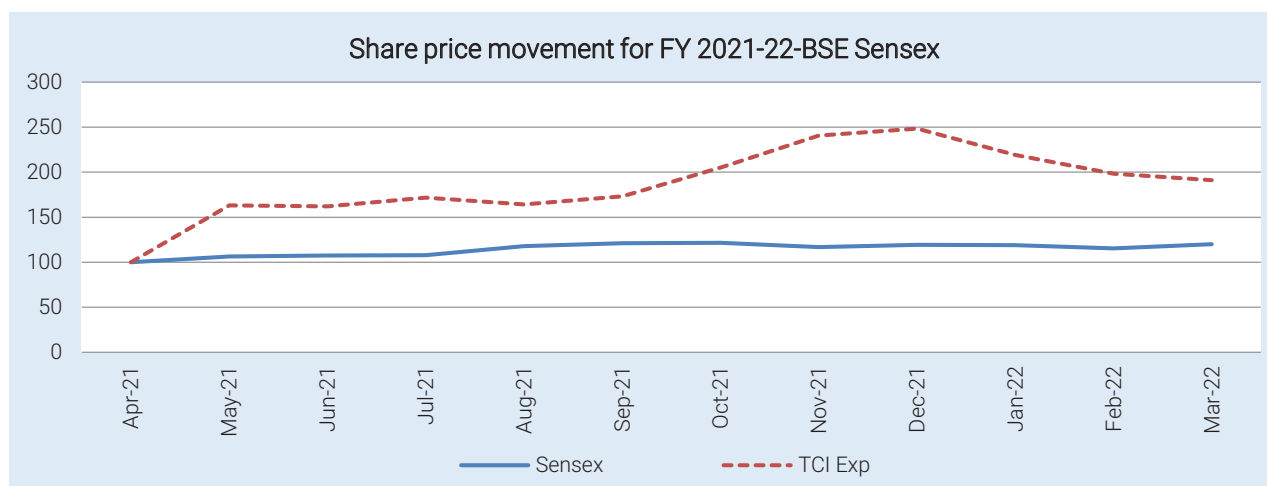
Month	NSE			BSE		
	High Price	Low Price	Close Price	High Price	Low Price	Close Price
April, 2021	952.20	811.05	889.30	948.00	807.00	891.35
May, 2021	1475.00	868.00	1454.15	1484.00	867.10	1454.35
June, 2021	1624.00	1388.45	1439.05	1623.00	1391.00	1444.70
July, 2021	1747.00	1411.00	1529.50	1747.00	1412.00	1530.25
August, 2021	1568.55	1280.00	1462.70	1566.00	1280.25	1463.30
September, 2021	1589.70	1435.00	1543.40	1590.95	1432.20	1544.25
October, 2021	1959.00	1470.15	1831.25	1960.00	1471.25	1828.30
November, 2021	2315.00	1801.20	2141.65	2318.40	1802.70	2144.75
December, 2021	2572.00	1811.55	2213.20	2570.00	2043.65	2213.75
January, 2022	2253.95	1835.00	1943.10	2249.00	1833.90	1953.00
February, 2022	2004.80	1612.35	1765.05	2003.00	1619.30	1766.55
March, 2022	1889.40	1628.10	1706.25	2100.00	1638.00	1703.85

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

CORPORATE GOVERNANCE REPORT (Contd.)

d) Performance with Indices

The performance of the Company's share price relative to the BSE SENSEX for the FY 2021-22 is provided in the table below:



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

UNCLAIMED DIVIDEND AND SUSPENSE ACCOUNT

Unclaimed Dividends/Fractional Shares' Proceeds Entitlement

Pursuant to the provisions of the Act, dividend/fractional entitlements lying un-claimed for a period of seven (7) 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 Members are requested to note the following due date(s) for transfer of fractional entitlement/unpaid/unclaimed dividend to the IEPF. The Members are requested to claim their entitlement, before their transfer to the IEPF.

S.no.	Year	Fractional/ Dividend	Date of Declaration	Due date for transfer to IEPF
1.	FY 2016-17	Fractional amount	18th January, 2017	24th February, 2024
2.	FY 2016-17	Interim dividend	31st January, 2017	08th March, 2024
3.	FY 2016-17	Final dividend	1st August, 2017	06th September, 2024
4.	FY 2017-18	1st Interim dividend	1st November, 2017	07th December, 2024
5.	FY 2017-18	2nd Interim dividend	31st January, 2018	08th March, 2025
6.	FY 2017-18	Final dividend	1st August, 2018	06th September, 2025
7.	FY 2018-19	1st Interim dividend	3rd November, 2018	09th December, 2025
8.	FY 2018-19	2nd Interim dividend	11th February, 2019	19th March, 2026
9.	FY 2018-19	Final dividend	30th July, 2019	04th September, 2026
10.	FY 2019-20	1st Interim dividend	04th November, 2019	10th December, 2026
11.	FY 2019-20	2nd Interim dividend	27th January, 2020	04th March, 2027
12.	FY 2019-20	3rd Interim dividend	13th March, 2020	19th April, 2027
13.	FY 2020-21	1st Interim dividend	09th February, 2021	16th March, 2028
14.	FY 2020-21	Final dividend	28th July, 2021	04th September, 2028
15.	FY 2021-22	1st Interim dividend	22nd October, 2021	29th November, 2028
16.	FY 2021-22	2nd Interim dividend	28th January, 2022	07th March, 2029

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company on the Company's website at <https://www.tciexpress.in/unpaid-dividend.asp> and also on the website of the MCA at www.iepf.gov.in.

CORPORATE GOVERNANCE REPORT (Contd.)

Unclaimed Suspense Account

In accordance with the requirement of Regulation 34(3) read with Schedule V (Part-F) of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account, pursuant to shares allotted under its scheme of demerger settled in August, 2016:

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 financial year*	2,630	3,62,265
2.	Number of shareholders who approached the Company for transfer of shares from suspense account during the financial year	8	1955
3.	Number of shareholders to whom shares were transferred from suspense account during the financial year	8	1955
4.	Aggregate number of shareholders and the outstanding shares in suspense account lying at the end of the financial year	2,622	3,60,310

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

The voting rights on the said shares shall remain frozen till the rightful owner of such shares claims the shares. The rightful owner can still claim his/ her shares along with corporate benefits (if any) lying in the said account, after complying with the procedure laid down in the statute regarding the same.

STATUTORY REPORTS**a) Board's Report**

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

b) Management Discussion and Analysis Report.

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

c) Business Responsibility Report

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

d) Environmental, Social & Governance Report

The Company has undertaken various initiatives towards its commitment for sustainability. A detailed disclosure of these efforts can be accessed at the website of Company at www.tciexpress.in.

constituents of the Company, diversity, fairness and equitable treatment of all stakeholders etc. It also provides guidelines for avoiding and disclosing actual or potential conflict of interest with the Company.

All Members of the Board and Senior Management personnel have affirmed compliance with the code of conduct, for the financial year ended on 31st March, 2022. The declaration to this effect signed by the Managing Director is published in this Report.

b) Code of Conduct to Prevent Insider Trading

The Company has adopted a code of conduct as a part of internal procedures and conduct for regulating, monitoring and reporting by insiders, connected or designated person(s), which is in accordance with the provisions contained under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), as amended from time to time. The code lays down guidelines and procedures to be followed and disclosures to be made by Insiders and connected or designated persons, whilst dealing in the Company's shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for ensuring and monitoring adherence to the code. The Company has established systems and procedures to prohibit insider trading activity, in accordance with the PIT Regulations.

Towards Company's efforts on prompt, timely and adequate disclosure of unpublished price sensitive information (UPSI), it has formulated a 'code of practices and procedures for fair disclosure' in compliance of PIT Regulations. No designated person is permitted to communicate, provide, or allow access to any UPSI relating to the Company or its securities,

CODES AND POLICIES**a) Code of conduct for Board and Senior Management**

The Company has adopted a code of conduct for its Board of Directors and Senior Management. The Code lays emphasis amongst other things, on the integrity and ethical business practices across the

CORPORATE GOVERNANCE REPORT (Contd.)

to any person except where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations. Further, Policy for determination of 'legitimate purpose' forms part of this code and provides framework for determination of legitimate purpose, including the process to be followed in case of communication of information, pursuant to such legitimate obligation.

The Company periodically monitors and facilitates compliance with the PIT Regulations and reports the status to Audit Committee and the Board, on a quarterly basis. The aforesaid Codes are posted on the website of the Company on web link <https://www.tciexpress.in/corporate-governance.aspx?invid=10>.

c) Vigil Mechanism

The Board of Directors are committed to the highest standards of business ethics and sound business practices and established a framework of vigil mechanism in the form of 'Ethics and Whistle Blower Policy' to report concerns about unethical behavior, in compliance with the requirements of Section 177(10) of the Act and Regulation 22 of the Listing Regulations. The Policy is communicated to the employees and is also posted on the Company's intranet and also available on its website at: www.tciexpress.in, under 'Investors Relation' section.

The Audit Committee reviews the functioning of vigil mechanism from time to time. None of the whistle blower has been denied access to the Audit Committee of the Board.

Further, details with respect to the Policy are provided under the Boards Report section, titled as 'whistle blower and vigil mechanism'. The Business Responsibility Report also elaborated the specific efforts taken by the Company, towards vigil mechanism and protection provided to the whistle blowers.

d) Prevention of Sexual Harassment

The Company provides equal opportunity and respect dignity of all employees across the organization irrespective of gender, caste, creed, colour, sexual orientation, religion etc. We provide equal rewards, resources and opportunities to a man and a woman doing the same work with the same amount of responsibilities and duties.

In line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has laid down a Policy on anti-sexual harassment, and set up an Internal Complaint Committee (ICC). The Policy is communicated to the

employees and is also posted on the Company's intranet and also available on its website at: www.tciexpress.in under 'Investors Relation' section. During the year under review, there was no complaint of discrimination and harassment, including sexual harassment received by the ICC.

Further, details with respect to the Policy are provided under the Boards Report section, titled as 'equality and prevention of sexual harassment'. The Business Responsibility Report also elaborated the specific efforts taken by the Company for the protection, against any form of prejudice, gender bias and sexual harassment at the workplace.

e) Materiality and Dealing with Related Party Transactions

In compliance with the requirements of Section 188 of the Act and Regulation 23 of the Listing Regulations, no material related party transactions were entered during the FY 2021-22, that may have potential conflict with the interests of the Company at large, a detailed report on related party transactions is provided to the Board's Report, which forms part of this Annual Report. The Policy on materiality and dealing with related parties of the Company are posted on the Company's website at <https://www.tciexpress.in/corporate-governance.aspx?invid=10>. Necessary disclosures as to related party transactions, have been made in the standalone notes to the financial statements, forming part of Annual Report.

f) Material Subsidiaries

The Company does not own any subsidiary as on reporting date, therefore, there is no Policy required to be adopted for determining material subsidiary(ies) Companies.

CERTIFICATION**Certificate on Financial Statement**

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer, have issued a certificate with regard to the propriety of the financial statements and other matters stated in the said Regulation, for the FY 2021-22. The certificate is provided herewith and forms an integral part of this report.

Certificate on Non- Disqualification of Directors

The Company has obtained a certificate from a Company Secretary in Practice, affirming 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 and/or MCA or any such statutory authority, in accordance with the Listing Regulations. The certificate is provided herewith, forming an integral part of this report.

CORPORATE GOVERNANCE REPORT (Contd.)

Certificate on Corporate Governance

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance. A Certificate from the Practicing Company Secretary has been obtained, affirming compliance with the conditions of Corporate Governance, as stipulated under the Listing Regulations and provided herewith, forming integral part of this report.

DISCLOSURES**a) Audit Report and Accounting Treatment**

The Auditors have issued an unmodified opinion on the standalone financial statements for the financial year ended 31st March, 2022. The said Auditors' Report forms part of this Annual Report.

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS), notified under section 133 of the Act read together with the Companies (Indian Accounting Standards) Rules, 2015 and there are no material departures from the same. The significant accounting policies, which are consistently applied have been set out in the notes to the financial statements.

b) Fund Raising and its Utilization

The Company did not raise any funds during the FY 2021-22, by issuance of debt securities, public issue, right issue or preferential allotment or qualified institutions placement, hence provisions on utilization of funds do not attract for the FY 2021-22.

c) Increase in Share Capital

The paid-up capital of the Company increased to ₹ 7.70 Crores from the previous financial year, consequent to allotment of shares resulting due to the exercise of stock options, granted to the employees under the Company's employee stock option scheme-2016.

d) Outstanding Instruments

The Company has not issued any global/american depository receipt, warrants or any convertible instruments in the past, except stock options to its employees, details of which are given in Board's Report and hence, as on 31st March, 2022, the Company does not have any outstanding or convertible instruments, which could have an impact on the equity of the Company.

e) Price Risk and Hedging

The Company neither undertakes any commodities business nor has any exposure to foreign currencies that may require implementing any hedging strategies, hence it is not applicable to the Company.

f) Foreign Exchange Earnings and Outgo

Details of foreign exchange earnings and outgo as required under section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are as under:

(₹ in Crores)

Particulars	FY 2021-22	FY 2020-21
Foreign Exchange Outgo	24.28	1.85
Foreign Exchange Earnings	0.04	0.65

g) Loans and Advances

The Company has not extended any form of loans and/or advances to any Firms/Companies, in which Directors are interested.

h) Re-affirmation of Credit Rating

The Company enjoys a strong credit rating which denotes a high degree of safety, regarding timely servicing of financial obligations. During the year under review, the Company has obtained rating by renowned agencies, against term loan facility of ₹ 100 Crores and commercial papers for ₹ 25 Crores and same are reproduced herein below:

Financial Year	Name of the Rating Agency	Ratings
FY 2021-22	CRISIL Limited	[CRISIL] AA-
FY 2021-22	ICRA Limited	[ICRA] A1+ Stable

There was no revision in the said ratings during the year under review.

i) Compliance with the Listing Requirements

The Company is in compliance with all the mandatory provisions related to Corporate Governance, pursuant to the requirement of the Listing Regulations read with other applicable provisions, if any.

The discretionary requirements as stipulated in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations, have been adopted to the extent and in the manner as stated under the appropriate headings in this Corporate Governance Report.

j) Strictures and Penalties

The Company has a rich track record of statutory compliances. It is committed to adopt best practices on Corporate Governance and protection of stakeholder's interest. No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets, during the last three (3) years.

CORPORATE GOVERNANCE REPORT (Contd.)

GENERAL BODY MEETINGS

a) Annual General Meeting(s)

The previous three (3) Annual General Meetings of the Company, were held within the statutory time period and the details of the same are reproduced herein below:

Financial Year	Date	Time	Venue / Mode
FY 2020-21	28th July, 2021	10:00 A.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
FY 2019-20	24th July, 2020	10:30 A.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
FY 2018-19	30th July, 2019	10:30 A.M.	Physically at Meeting Place-1, 2 & 3, Lobby Level, Hyatt Place Hyderabad, Road No.1, Banjara Hills, Opposite to GVK One mall, Hyderabad, Telangana-500034

During the FY 2018-19 and 2019-20, no resolution was proposed as Special resolution. For the F.Y 2020-21, following resolutions were proposed as Special resolution. All the resolutions were approved by the shareholders:

- Re-appointment of Mr. Chander Agarwal (DIN: 00818139) as the Managing Director of the Company and remuneration payable, for a further period of five (5) consecutive years;
- Re-appointment of Mr. Ashok Kumar Ladha (DIN: 00089360) as an Independent Director of the Company, for a second term of five (5) consecutive years;
- Re-appointment of Mr. Murali Krishna Chevuturi (DIN: 01770851) as an Independent Director of the Company, for a second term of five (5) consecutive years;
- Re-appointment of Mrs. Taruna Singhi (DIN: 00635973) as an Independent Director of the Company, for a second term of five (5) consecutive years; and
- Re-appointment of Mr. Prashant Jain (DIN: 00769291) as an Independent Director of the Company, for a second term of five (5) consecutive years.

b) Extraordinary or Court Convened Meeting

No Extraordinary General Meeting or Court Convened Meeting was held during the FY 2021-22.

c) Postal Ballot

No Postal Ballot was conducted during the FY 2020-21 and 2021-22 and none of the businesses proposed to be transacted at this Annual General Meeting that requires passing of a resolution through Postal Ballot. Hence, the provisions relating to Postal Ballot are not required to be complied with.

MEANS OF COMMUNICATIONS

The Company always believes that effective corporate communication aggrandize in building a relationship with stakeholders. It helps them to understand what the organization does and its values, which helps to build trust and loyalty. The Company communicates from time to time with its shareholders and Investors through multiple channels of communications, including the following:

Financial Results and Publication: The unaudited quarterly results and audited annual results are announced within forty-five (45) days and sixty (60) days, respectively, from the close of the quarter/financial year, as required under the Listing Regulations. The aforesaid financial results are disseminated to the Stock Exchanges, within thirty (30) minutes from the close of the Board meetings at which these are considered and approved. The results are also published usually in leading newspapers i) Financial Express (English) and ii) Nava Telangana (Telugu) vernacular edition, having nation-wide circulation.

CORPORATE GOVERNANCE REPORT (Contd.)

Investor Interactions and Presentation: Well before the Board meeting, schedule of investor/analysts meeting is disseminated to the Stock Exchanges and on the website of Company. Efforts are being made by the Company for wider participation of investors at such meetings. After the financial results are communicated to the Stock Exchanges, the Company prepares presentations on the performance of the Company and filed with the Stock Exchanges and also placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders.

The Company also conducts con-calls/meetings with investors, immediately after declaration of financial results to brief them on the performance of the Company. The Senior Management team of the Company also conducts time to time several conference calls and meets with institutional investors/analysts, based on the information already available in public domain.

Press Releases: The Company issues press releases from time to time concerning financial results and other material events. These are also submitted to the NSE and BSE, before their release to the media for wider dissemination as well as uploaded on the Company's website on a regular basis.

Website: The Company's website www.tciexpress.in has a separate dedicated section 'Investors Section' which acts as the primary source of information to the investors and enables them to take informed decision. The quarterly and annual results are posted on the website. Comprehensive information about the Company, its business and operations, press releases, shareholding pattern, corporate benefits, contact details, forms, etc. are posted on the website, as prescribed under Regulation 46 of the Listing Regulations. Apart from this, other relevant information of interest to the Investors are also placed on the website, along with applicable forms (wherever applicable), which are easily available for download.

Annual Report: The Annual Report containing, Standalone Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to Members and others persons entitled thereto. The Management's Discussion and Analysis Report and Business Responsibility Report (BRR), form part of the Annual Report and available on Company website, in downloadable format.

Chairman's Communiqué: The messages delivered by the Chairperson and Managing Director of the Company, form part of the Annual Report and published in this report.

Stock Exchange Disclosures: All periodical compliance filings, inter alia, shareholding pattern, corporate governance report, corporate announcements, amongst others, are in accordance with the Listing Regulations, filed electronically on BSE Corporate & Listing Centre (Listing Centre), online portal of BSE and on NSE Electronic Application Processing System (NEAPS), the online portal of NSE.

The Company also discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations, including material information having a bearing on the performance/ operations of the Company and other price sensitive information, if any.

Scores: The SEBI has provided facility to investors to place their complaints/grievances on centralized web-based complaints redress system viz. SEBI Complaints Redress System (SCORES). The Company is duly registered with SCORES and facilitates shareholders to make their grievances and resolution on-line. As on date, no complaint is pending against the Company under SCORES platform.

Shareholder's Communication: The Company communicate time to time with shareholders for several purposes such as, registering/updating KYC particulars, email address, mobile number, PAN and linkage thereof, bank and nomination details etc. Also, time to time intimations were given, about applicability of tax liability on dividend payment and submission of requisite documents in support of claiming nil/lower deduction of tax.

Paperless Communications: The MCA has undertaken a 'Green Initiative in Corporate Governance' allowing paperless compliances by the Companies through electronic mode. In order to support the cause, we have been regularly requesting Members to register/update their email address with their Depository, if shares are held in demilitarize mode and to the Company/RTA, if shares are held in physical mode, so as to enable the Company to send various communications through electronic mode. We believe and endorse the 'Green Initiative' as it would not only rationalize the use of paper but also ensure prompt communication, avoid loss in transit and have reference value of the communication.

CORPORATE GOVERNANCE REPORT (Contd.)

GENERAL SHAREHOLDER INFORMATION

a) Financial Calendar

The financial year of the Company is for a period of twelve (12) months, commencing from 1st April and ending on 31st March. The tentative calendar of the Board meeting for the approval of financial results and Annual General Meeting is indicated below:

Tentative Schedule of Financial Reporting	Likely Board Meeting Schedule
Financial reporting for quarter ending 30th June, 2022	On or before 14th August, 2022
Financial reporting for quarter and half year ended 30th September, 2022	On or before 14th November, 2022
Financial reporting for quarter and nine months ended 31st December, 2022	On or before 14th February, 2023
Financial reporting for quarter and year ended 31st March, 2023	On or before 30th May, 2023
Annual General Meeting for the year ending 31st March, 2023	On or before 30th September, 2023

b) Dividend Payment

The dividend of ₹ 2.00 per equity share of ₹ 2.00 each (100%), as recommended by the Board, if approved by the shareholders at the Annual General Meetings, will be paid, subject to deduction of income-tax at source, wherever applicable:

Financial Year	Type	Payment Date	Book Closure
FY 2021-22	Final	The final dividend shall be paid, within thirty (30) days from the date of shareholders' approval.	29th July, 2022 to 03rd August, 2022 (both days inclusive)

c) Address for correspondence with the Company

Company's Address and Contact details	Corporate Office TCI House, Plot No. 69, Sector -32, Institutional Area, Gurugram-122001 Tel: 91-124-238-4090-94,	Registered Office Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003 Tel: +91-40 -27840104
Email	secretarial@tcipress.in	
Website	www.tcipress.in	
Plant Location	In view of the nature of the Company's business, the Company operates from various offices in India and does not have any manufacturing plant. Please refer Management's Discussion and Analysis Report for detailed information.	
Registrar and Share Transfer Agent	KFin Technologies Limited, Unit: TCI Express Limited Selenium Tower B, Plot 31-32 Gachibowli, Financial District Nanakramguda, Hyderabad-500 032 Tel: 040 - 67161500 Fax: 040 - 23001153 E-mail: einward.ris@kfintech.com Website: www.kfintech.com	
Investor's designated email	secretarial@tcipress.in	

ACCLAMATION

The Board of Directors wishes to place on record their sincere appreciation to the Members of the Company. Your involvement as Members is greatly valued and we look forward to your continuing support. The Members are requested to give us their valuable suggestions, for enhancement of our investor services by writing to us at secretarial@tcipress.in or at the address provided hereinabove. Your feedback is valuable to us in order to serve you better.

For and on behalf of the Board
TCI Express Limited

Place: Gurugram
Date: 27th May, 2022

Chander Agarwal
Managing Director
(DIN: 00818139)

CORPORATE GOVERNANCE REPORT (Contd.)

DECLARATION TO COMPANY'S CODE OF CONDUCT

[Pursuant to Regulation 26(3) and Part D of Schedule V of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of,
TCI Express Limited

I, Chander Agarwal, Managing Director of TCI Express Limited, hereby declare based on disclosures received, that all the Members of the Board of Directors and Senior Management Personnel, have affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors, in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March, 2022.

For **TCI Express Limited**

Place: Gurugram
Date: 27th May, 2022

Chander Agarwal
Managing Director
(DIN: 00818139)

CERTIFICATE ON FINANCIALS BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[Pursuant to Regulation 17(8) and Part B of Schedule II of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

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:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 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.
2. 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.
3. 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.
4. 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: 27th May, 2022
Place: Gurugram

Chander Agarwal
Managing Director

Mukti Lal
Chief Financial Officer

CORPORATE GOVERNANCE REPORT (Contd.)

CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Para E of Schedule V of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
TCI Express Limited

I, Sanjeev Bhatia, a Practicing Company Secretary, have examined the compliance of the conditions of Corporate Governance by TCI Express Limited ('the Company') for the financial year ended on 31st March, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is 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 representations made by the management, I certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended on 31st March, 2022.

We 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: 14th May, 2022

Sanjeev Bhatia
Proprietor
Certificate of Practice no: 3870

CORPORATE GOVERNANCE REPORT (Contd.)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
TCI Express Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TCI Express Limited, having CIN-L62200TG2008PLC061781 and 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 Clause (10)(i) of Para C of Schedule V of the Securities 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 and its officers, I hereby certify that none of the Directors on the Board of the Company for the financial year ending on 31st March, 2022, 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 based on above-said documents/verifications. 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

Certificate of Practice no: 3870

Place: Gurugram
Date: 14th May, 2022

BUSINESS RESPONSIBILITY REPORT

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015]

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 along with compliance status thereon 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 on Business Responsibility

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								
3	Does the Policy conform to any national /international standards? If yes, specify?	All the Policies have been formulated confirming to applicable statutes / guidelines / rules / policies etc. issued by the Government of India, with an endeavour to consult relevant stakeholders to the extent possible. These policies were formulated keeping in view industry practices and standards.								
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 authorized 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 at www.tciexpress.in . Internal Policies which pertain to the internal stakeholder of the Company are available on intranet.								
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.								

BUSINESS RESPONSIBILITY REPORT (Contd.)

S. no	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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.								

Governance related to Business Responsibility

1	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.
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, BR report is an integral part of Annual Report, which is available on the website of the Company at www.tciexpress.in .

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, 3 rd Floor, Ashoka Bhoopal Chambers, S.P Road, Secunderabad-, Telangana-500003	
4	Website	www.tciexpress.in	
5	E-mail id	secretarial@tciexpress.in	
6	Financial Year reported	1st April, 2021 to 31st March, 2022	
7	Sector(s) that the Company is engaged in (industrial activity code-wise)*	NIC Code	Service Description
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	52241	Cargo handling incidental to land transport
		52242	Cargo handling incidental to water transport
		52243	Cargo handling incidental to air transport
9	Total number of locations where business activity is undertaken by the Company	The Company carries out its operation through its registered/corporate/regional offices and several branches across India, details of the above locations are provided in the Management Discussion and Analysis Report forming part of this Annual Report.	
10	Markets served by the Company Local/State/National/International	The Company has a pan-India presence.	

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

BUSINESS RESPONSIBILITY REPORT (Contd.)

SECTION B: FINANCIAL DETAILS OF THE COMPANY

(₹ in Crores)

Sr. no	Particulars	Details
1	Paid up Capital	7.70
2	Total Turnover	1089.64
3	Total profit after taxes	128.84
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The Company has spent ₹ 2.40 Crores, 2.00% of its average net profits computed under section 135 of the Act.
5	List of activities in which expenditure in 4 above has been incurred	Appropriate disclosures have been made under Annexure-D to the Board's Report, which forms part of Annual Report for the FY 2021-22, and also elaborated under Principle -8 of this Report.

SECTION C: OTHER DETAILS

Sr. no	Particulars	Details
1	Does the Company have any Subsidiary Company / Companies?	Since date of incorporation of the Company, it has not formed any subsidiary or holding or joint venture or associate Company.
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 and Subsidiary as on 31st March, 2022.
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 Company promotes BR initiatives throughout its value chain, however there is no direct participation from its suppliers/vendors and business associate.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

Details of Director head/responsible for implementation of the BR Policy/Policies

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

SECTION E: PRINCIPLE-WISE PERFORMANCE

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

Business ethics and uprightness form an essential part of Company's day-to-day operations. It follows high ethical standards in its dealings with all stakeholders, including members (employees), customers, value chain partners, regulators, investors and the community at large. It promotes throughout its value chain transparency in its business practices by inculcating honesty, integrity, ethical behavior and zero tolerance for bribery and corruption in its business operations. To ensure alignment with these ethical business practices, the Company has formulated time to time copious of Code(s) and Policy(ies) and provides mechanism for grievance redressal.

The Company has in place Code of Conduct for directors, senior management and employees. Every director and senior management provides annual affirmation to the compliance of said Code. With respect to its employees, while onboarding the Company, they are also required to sign requisite undertakings, confirming adherence to the laws and Company's Policies/Codes related to anti-corruption and acceptable behavior that the employees are expected to demonstrate throughout their tenure as employees of the organization.

BUSINESS RESPONSIBILITY REPORT (Contd.)

The Company has also formulated a vigil mechanism and adopted Policy on ethics and whistle blower for directors, employees and associates dealing with the Company, which helps them to identify and avoid situations that could potentially violate anti-bribery and anti-corruption laws or create any appearance of impropriety for directors and employees. The Company encourages whistleblowers to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Policy or to report genuine concerns or grievances including instances of leak or suspected leak of unpublished price sensitive information pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The implementation of framework is monitored through the Ethics Committee which meets on a regular interval and all cases are discussed in detail before it is presented to the Audit Committee. The framework ensures protection to the whistle-blower to avoid any sort of unfair or prejudicial employment practices. The Chairperson of the Audit Committee has direct access to all complaints raised through the framework.

The Company has also established a Stakeholders Relationship Committee, which specifically addresses the grievances of the security holders of the Company.

There were no incidents of corruption/bribery/discrimination raised during the reporting period. For details pertaining to shareholders complaints, please refer to the 'Shareholders Complaints' section in the Corporate Governance Report, forming internal part of this Annual Report. For details of customer complaints, please refer to Principle-9. Further, details pertaining to sexual harassment are provided under Principle-3.

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

The Company primarily engaged in express logistics services and does not manufacture any products that may cause significant environmental concerns, however, the Company acknowledges its share of obligation towards society and environment. We have adopted policies and strategies to reduce or eliminate adverse impacts on a range of environmental, social and governance issues.

In the area of environment management, we have embedded a series of initiatives in our operations like investments in renewable energy, energy efficiency, managing our carbon footprint, digitalization to reduce paper waste, waste management, rainwater harvesting and engaging with the community to adopt environment-friendly practices. We are deploying environment friendly

technologies in our operations in a sustained manner. We are encouraging our value chain partners to adhere to sound environmental practices. We invest continuously in our workforce, infrastructure and fleets, focusing our efforts on technological advancement. By modernizing our fleets and buildings, we reduce emissions and energy consumption.

In our endeavour to responsible procurement, we encourage local sourcing, which increase flexibility of operations, reduce cost and provides employment opportunities to the local communities. The Company also engages with its vendors, suppliers and other business associates to incorporate environment friendly processes and encourage them to adopt green initiatives. It makes all possible endeavour to ensure that its vendor/business partners comply with environment and safety measures.

Principle 3: Businesses should promote the wellbeing of all employees

The idea of prioritizing employee well-being has been floating around the workplace for a long time. The management truly recognizes the importance of health and well-being of people as they are the ones who contribute continuously towards the successful functioning of an organization. It is one of the primary purpose of human resources management to embrace employee wellbeing at all places of operations. The pandemic has further highlighted the growing importance of wellbeing at the workplace.

The Company has proper mechanism and policies for safety, health, environment and sustainability to embrace spirit of employee's wellness. It conducts periodic safety training programmes to make employees aware of health and safety standards and inculcate a culture of safety amongst its employees. Periodic fire evacuation drills and training programmes are conducted at various locations of the Company to sensitize them about fire safety norms.

Amid the challenges posed by the pandemic, our commitment towards safeguarding the health of our people and efforts to ensure safety at our workplaces has enlarged significantly. It's been about two years now, since we transitioned to a virtual mode of work in the wake of the Covid-19 pandemic. We have been continuously monitoring the situation and have been abiding by the regulations and advice issued by the appropriate governing authorities. We have launched several health and wellness initiatives for our employees and stakeholders covering various aspects of physical and mental wellbeing, which includes sanitization facilities, social distancing, installation of thermal scanners and removal of biometric scanners. Detailed standard operating procedures and guidelines/ advisories were issued periodically to the employees of the Company. The Company organized various webinars

BUSINESS RESPONSIBILITY REPORT (Contd.)

on Covid -19 awareness and precautionary measure for employees and their family members. The management stayed in touch with its employees and extended moral and financial support to employees and family members who suffered from Covid -19. Also, during second wave of Covid-19 Pandemic, the Company has extended support to all employees and their families by arranging Covid -19 testing at various hospital and labs. The Company through its dedicated team of HR, compulsorily monitored temperature of all persons irrespective of cadre/status with thermal scanner and recorded in mobile application at the time of entry and exit. The Company has achieved 100% vaccination (double dose) of all employees. We have initiated a process 'Apkee Suraksha Apke Hath' wherein all employees in the Company's mess used to get involve in yogic exercises for their mental and physical well-being. Our resilient employees have done a remarkable job of ensuring business continuity despite the multiple disruptions resulted from the Covid-19 pandemic and lockdowns.

Similarly, the third wave was also managed with reinstating all Covid-19 protocols such as mass screening of employees, social distancing, wearing mask etc.

During the pandemic, the employees were imparted with virtual training sessions so that they remain engaged and productive. Additionally, the Company conducted webinars specifically to the women, oriented towards the physical or mental challenges faced by them. The Company also provides time to time training programme for transport drivers making aware them with road safety norms and better fuel efficiency.

In the staunch belief that our employees are a valuable asset, we are committed to fostering their growth. The Company provides best growth opportunities to its employees through internal and external training, development and mentorship programs. This enables employees to develop skills and help them do their jobs better and more efficiently. The Company provides ample opportunities for learning and growth for each and every employee. For this, we have structured in-house training programs which run at our four (4) developmental centers and includes functional training, behavioral trainings, interpersonal skills, skill building training and orientation training. Owing to the pandemic, most training happened through virtual and e-learning modules. Apart from skill developments, various trainings were undertaken such as Prohibition of Insider Trading, Prevention of Sexual Harassment at the Workplace, Information and Cyber Security Awareness, Code of Conduct, Know Your Customer guidelines etc. The Company also provides regular training to its business associates, where they are sensitized with basic etiquette with customers, product handling, customer service skills, communication skills etc.

Diversity and Inclusion

At TCI Express, we celebrate diversity and embrace an inclusive work environment free from discrimination based on different ethnicities, sexual orientations, socioeconomic status, geography ages, genders, religions. We are committed to offer everyone the same chances of success. We provide equal rewards, resources and opportunities to a man and a woman doing the same work with the same amount of responsibilities and duties.

Further, to provide an empowering and enabling atmosphere to women employees, we have created a secure work environment across all our offices/branches and in order to ensure their safety, instructions have been issued not to sit in office premise beyond the working hours. As per Company's Policy, women employees are entitled to maternity leave for a continuous period of 26 weeks to safeguard the health of a woman and her child during the perinatal period. The Company shall not tolerate any form of harassment including sexual harassment, child labour, forced labour, discriminatory employment and provide protection against such harassment. There were no complaints related to sexual harassment, child labour, forced or involuntary labour or discriminatory employment reported during the FY 2021-22. Please refer Board's Report for detailed information on Company's approach towards prevention of sexual harassment.

The total employee count on roll of the Company as on 31st March, 2022 is 2,858 inclusive of 369 permanent women employees and 5 with physical disabilities. However, total 14 employees are hired on a temporary or contractual basis. The Company does not have any employee union/ association. The Company has provided safety and skill up-gradation training to total 2,042 permanent employees, wherein 280 women employees were also facilitated with the training. Also, with regard to disable employees 2 were undergone with the safety and skill development training. Out of 14 employees hired on contractual basis, 1 was imparted with skill up-gradation.

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

The Company as a responsible corporation acknowledges its obligation towards its stakeholders, especially those who are disadvantaged, vulnerable and marginalized. We prefer to engage all stakeholders who are associated with us, whether minor or major, internal or external and have identified and engaged with them in a fair and transparent manner. The Company aims constantly through its social development arms to serve and improve the quality of lives of disadvantaged communities. Over the period of time,

BUSINESS RESPONSIBILITY REPORT (Contd.)

these development arms have developed projects in specific areas with special emphasis on marginalized, economically weak and disadvantaged sections of the society.

During the FY 2021-22, the Company continued to carry out CSR activities as it has been carrying out over the years in the areas of (i) promoting education (ii) sports development (iii) rural and community development (iv) skill development (v) health care (vi) pandemic relief measures (vii) environment and animal welfare measures, in line with the Company's Policy on CSR. The Company also contributes funds to several other non-profit organizations, besides direct project implementation through CSR implementing agencies.

Please refer **Annexure-D** to the Board's Report integrated with CSR section under Principle-8 of this Report, wherein detail(s) of each programme and initiatives undertaken by the Company towards the betterment of disadvantaged, vulnerable and marginalized stakeholders has been enumerated.

Principle: 5 Businesses should respect and promote human rights

The principles on human rights are embedded in our core values and system. The Company is an equal opportunity, gender neutral employer and has a zero tolerance Policy towards any discrimination. It encourages the adoption of principles of human rights within and beyond the organization, such as collective bargaining, non-discrimination, gender equality, appropriate conduct as outlined in the Code of Conduct, prevention of sexual harassment, occupational safety, employee health and well-being and respect for the environment.

It governs human rights of all stakeholders and groups including that of consumers, communities, and vulnerable/marginalized groups.

We expect our business associates to respect proclaimed human rights guidelines in particular those relating to child labour, forced labour, working hours, pay, freedom of expression and equality of opportunity. Our Codes and Agreements with business associates contain provisions to prevent the employment of child labour or forced labour in any form and promotion of human rights.

The Company has well-defined policies and mechanism to promote human behavior such as Policy on Human Resource, Ethics and Whistle Blower/Vigil Mechanism, Sexual Harassment, Shareholder's Grievance, Code of Conduct etc. It also provides mechanism(s) to redress grievance by its stakeholders on any kind of humiliation. The Company maintains cordial and transparent relations with all

its stakeholders and no complaint was received pertaining to human rights violation during the FY 2021-22.

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

At TCI Express, efficient energy management and conservation underpins our strategy of managing the environmental footprint. It is the core corporate responsibility of Company to practice its communal values through its commitment to grow in a socially and environmentally conscientious way, which contribute positively to society and environment. The Company has formulated Policy on Health, Safety & Environment (HSE), which guides the organization to continually mitigate the impact on climate change. At present, the Policy extends only to the Company, however, it encourages all stakeholders to implement robust environmental practices across their operations. Further, as part of Company's risk management framework, the Company oversees risk associated with the Company and managing the non-financial risks including climate risk associated with its operations. The potential environmental risks associated with the operations of the Company are identified internally and mitigation measures are undertaken time to time.

The Company has taken various measures towards improving the carbon and energy footprint. Utilization of natural resources, reduction and reuse of waste generated, rainwater harvesting, replacing UPS with new energy-efficient device, installation of sensor-based taps for reducing water wastage, e-waste recycling and disposal, separation of biodegradable garbage, are amongst the various initiatives undertaken by it.

With our ongoing focus on asset light business model, most of transportation and logistics services are offered, by deploying the assets of fleet owners, driver cum owners and sorting centre/branch premise owners, who are our key Business Partners. The Company 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 air pollution levels and that all vehicles are in order of the prescribed norms. The Company adheres to all the statutory norms and regulations with regard to environment, it has not reported any show cause or legal notices from Central/State Pollution Control Board, during the FY 2021-22. Its market leadership position and strong distribution network, coupled with its asset light business model has helped to leading the logistic services more efficient. The Company also promotes conservation of exhaustive resources of nature and usage of

BUSINESS RESPONSIBILITY REPORT (Contd.)

energy efficient vehicles, it has also provided an electric car charging facilities in the parking area. Employee awareness is also carried out on a regular basis to create a responsible approach/attitude amongst them about the possible impacts, they create on the environment.

The ever increased prices of oil and fuel make Companies to rethink over optimal use of energy requirements, in its move of energy saving, the Company has implemented several technological solutions to conserve electricity and enhance efficiency. These include installation of energy efficient equipment in office premises, installation of solar panels at Company's owned sorting centers, replacing the existing conventional lighting to LED's and shutting down of air-conditioners beyond operational hours and maintaining sewage treatment plant (STP) for treatment of wastewater to be reused for gardening, flushing and air conditioning.

With our strong technology focus on last mile service delivery, we promote paperless capability in our operations. This capability also extended to our routine activities, like contract notes, statements, new product brochures, agenda and related papers of Board Meeting, Annual Report etc. are now prepared and delivered to the stakeholders in electronic form rather than physical. We mobilize our people to support sustainable development, by promoting an eco-friendly culture in workplace routines and decision-making.

The CSR Policy of the Company includes environmental sustainability as one of its focus areas. It continues to strengthen and monitor ongoing CSR initiatives that aim at creating positive direct environmental impact or building awareness among stakeholders. Please refer **Annexure-D** to the Board's Report integrated with sustainability section under Principle-2 of this Report, wherein detail(s) of initiatives undertaken by the Company is briefly elaborated.

During the FY 2021-22, we have installed 600 KW solar panels at Gurgaon sorting center, which will be energy self-sufficient and this new age sorting center will be able to utilize solar energy in an efficient manner and optimize our energy consumption. Apart from improving the energy efficiency in operations, the Company is also committed to invest on reduction in consumption of energy from conventional resources. The Company focuses to use energy conserving roofing at its various sorting centers, which helps to save energy by reflecting light and heat away rather than absorbing them.

The Company has successfully commissioned India's largest automated business to business (B2B) sorting centre named as 'GIGA', situated at Gurugram. It offers automatic

loading and unloading of more than 140 containerized trucks in a single run, thus reducing the parcel handling time and vehicle halting time by 40%. The Company promotes use of BS VI compliant vehicles to restrict its emission level and ultimately helps to minimize our carbon footprints. Driven by the solar energy to cater to offset the carbon foot print and attain our sustainability goals, this new age sorting centre comes from the rooftop installed solar power plant in-lined with Company's vision 'to make a qualitative difference to our society and environment'.

We believe that the increased focus on Environmental, Social and Governance (ESG) will further strengthen our commitment towards building a sustainable ecosystem in India. The Company also has an elaborate ESG Report that details the efforts of the Company on sustainability, please refer report available on the website of the Company.

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

Your Company has been associated with some of the renowned domestic and international associations. We have a significant presence among various associations such as Associated Chambers of Commerce and Industry (ASSOCHAM), Confederation of Indian Industries (CII), SME Chamber of India (SMECI), Express Industry Council of India (EICI), International Air Transport Association (IATA) and other business associations in India and overseas.

Your Company is an active member of EICI, which works to promote the business of Express Industry and take initiative on behalf of the logistics industry, with various regulatory authorities, government departments and other key stakeholders. It always strives to secure the welfare of Express Industry in all respects. Your Company through its senior management also participates actively in multi stakeholder debates and when relevant, responds to public consultations. Your Company is also a member of IATA, the global airline trade association, whose mission is to represent, lead and serve the airline industry. The Company through trade bodies and associations puts forth a number of suggestions with respect to the economy in general and the logistics sector in particular.

The CSR arms of the Company in tune with the CSR Policy has worked towards the advancement of the society by undertaking various measures, these are broadly explained under the Board's Report and also provided below under Principle-8.

BUSINESS RESPONSIBILITY REPORT (Contd.)

Principle: 8 Businesses should support inclusive growth and equitable development

The Company's philosophy on inclusive growth and development is to integrate economic, environmental and social objectives with the Company's operations and growth. It means managing business processes while taking account of their social, economic, environmental impact and considering human rights. We strongly believe that for a business to prosper, it is essential to foster the prosperity of the communities within which it operates and creates opportunities for all. At TCI Express, our community development programmes are intended to serve a better quality of life and uplift the marginalized section of society. These initiatives are undertaken by combination of independent CSR agencies and Company's social development arms, namely TCI Foundation and TCI Charities. These Foundations are also affiliated with the Ministry of Corporate Affairs to implement CSR activities of the Company, in compliance of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. These Foundations make an annual presentation to the CSR Committee/Board of the Company on the efficacy of the programmes in terms of delivery of the desired benefits to the beneficiaries. However, in compliance of (Corporate Social Responsibility Policy) Rules, 2014, provisions of impact assessment are not applicable to the Company.

The Company identifies time to time its internal as well as external stakeholders and engages with each of them through various mechanisms, discussions, including surveys, activities, and events, specifically designed for each group. The internal stakeholders like employees of the Company, are reached through regular surveys, interactions, training sessions, annual expectation surveys and regular periodic engagements. The external stakeholders are reached through customer satisfaction surveys, regular business interactions, dealer meets and engagement activities, press releases, investor presentation, analyst/ investor meets, client events, participation in events organized by various associations, social media and customer feedback etc.

The Company primarily focused in the areas of (i) promoting education (ii) sports development (iii) rural and community development (iv) skill development (v) health care (vi) pandemic relief measures (vii) environment and animal welfare measures, in line with the Company's Policy on CSR. Our thrust areas are well aligned to the Schedule VII of the Act and compliment the nation's need for inclusive growth. The programmes focuses on the varied needs of the community are broadly explained herein below:

Road Safety: TCI Foundation continued its efforts on road safety. It aims at creating awareness on health and road safety for key stakeholders of the Company such as truck drivers, cleaners, logistics workers and employees etc. In difficult time of Covid pandemic, the Company provided shelters and distributed meals to the truck drivers.

Education: TCI Foundation in collaboration with DAV College Management Committee has tried to bridge the education gap to provide better and standardized education to the children in tribal region of Jharkhand State. The school provides 3As to population in the rural hinterland by making education Available, Accessible and Affordable. As the pandemic set in and lockdown was declared, we enhanced virtual learning initiative to connect with children and enabled them to pursue their studies uninterrupted.

Healthcare: TCI Foundation with the support of leading prosthetic and other physical aids manufacturer 'Jaipur Foot' established its prosthesis and orthotic center 'TCI Jaipur Foot and Rehabilitation Centre' at Patna, which works on the UN theme 'Break Barriers, Open Doors: For an Inclusive Society and Development for All'.

This center had contributed its charitable services including free clinical examination, prosthesis and physical aids to underprivileged differently abled persons in the country. The center is fully equipped with mobile prosthesis workshop setup in a specially designed ambulance. The mobile workshop delivers charitable services to the deserving inhabitants of inaccessible areas in the country. The objective of the mobile service was to take the services to door steps of those who could not afford to reach the center at Patna.

We have also contributed to the improvement of health services of people residing in rural and remote areas and where access of medical facilities is not reachable. TCI Group aims to serve the nation with a motto of safe and healthy life for all citizens, especially those belong to disadvantaged, vulnerable and marginalized section.

Women Empowerment and Skill Development: The Atrang program initiated by TCI Foundation is intended to promote skill development among marginal communities to increase their employability. TCI Foundation with a vision to improve the accessibility to sanitary napkins by adolescent girls and women in the tribal and unreached belt of Jharkhand, and to establish a source of income generation for the self-help group (SHG) enterprise, facilitated the tribal women to start production of sanitary napkins **by the women for the women**. The locals identified initially and formed a registered SHG of women for the production of sanitary napkins and the SHG now is managing independently the complete unit including production, marketing, sale, quality control, accounts and finance.

BUSINESS RESPONSIBILITY REPORT (Contd.)

Sports Development: TCI Foundation has established Urmila Sports Academy at nyangal bari village in Rajasthan. The academy serves as a platform to channelize the energy of youth athletes for productive and meaningful purpose and helps them to enhance their skills. The infrastructure and facilities of the academy matches international standards and are capable of being used for the conduct of national and international sports events.

Tree Plantation and Skill Development- In partnership with 'Global Vikas Trust', during the FY 2021-22, we have planted over 1 Lakh tree saplings. These were planted in the districts of Jalna, Hingoli, Beed, Parbhani, Latur and Nanded in Marathwada, Maharashtra.

The Company has also provided training programmes to farmers in order to enhance their knowledge by adding the latest technologies of modern farming as well as work on innovative marketing processes to increase their annual income. The main purpose of training the farmers is to optimize their farming practices to get a better yield. It is a combination of both traditional as well as modern practices. With hundreds of farmers benefiting from increased income, we are in a position to encourage and inspire farmers across the country to join this rapid rural economic development movement.

Conservation of Biodiversity and Environment-With the objective to prevent the infliction of unnecessary pain or suffering to animals and birds, we have extended our vision to promote floral and faunal diversity and safeguard their existence. In partnership with 'Sansthanam Abhay Daanam Trust', we have been able to established facilities for animal rescue and rehabilitation by providing shelters, ambulances, clinics, mobile veterinary centers, medical, feeding and related expenses on animals and birds.

We have also arranged to provide training and skill development programmes to the farmers for organic farming, with a vision to support our Indian farmers. This organic farming not only helps farmers to generate additional income but also helps to restore environment by reducing our carbon footprint and combat climate change. The Company has also contributed to develop rainwater harvesting structures in village situated at Sunpura, Uttar Pradesh.

Covid-19 Relief-The second wave of Covid-19 was disruptive and led to enormous human suffering, there was intense demand for medical assistance, which were duly supported by entire TCI group, by facilitating hospitalization, medicines equipment, oxygen concentrators, subsidized medical services/ treatment to the destitute and needy people and other related human well-being needs.

Detail(s) of each programmes and initiatives taken for society advantage has been elaborated under **Annexure-D** to the Board's Report, which forms an integral part of Annual Report. Most of our programmes aimed for the upliftment of the communities residing in the vicinity of its facilities. We ensured 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

Your Company is firmly focuses on offering the best services to its customers and constantly endeavors to identify and redress any grievance/ complaint that may arise, on priority. The Company has various touch points to receive customer complaints and are captured in the system by way of different channels of communication like Toll-Free, Info Email, Website etc. We believe that customer-centricity is key to long-term business sustainability. The Company's website www.tciexpress.in has a separate dedicated section 'Customer Service' where customer can register his/her grievance or valuable feedback. It has a dedicated customer service team to address customer grievances from the stage of registering a complain till the successful closure of it. The Company also provides regular training to its business associates, where they are sensitized with basic etiquette with customers, product handling, customer service skills, communication skills etc. In the said training programmes, they are also provided with complaints status of consumers and their efforts on reducing/eliminating these complaints. This helps us to resolve complaints on real time basis.

With continuous efforts of Company, it has successfully resolved 99% of the customer complaints received, during the FY 2021-22. There have been no complaints and none pending against the Company with regard to unfair trade practices, irresponsible advertising and/or anticompetitive behavior. Since the Company is not manufacturing/ producing any product, the aspects pertaining to product labeling are not applicable to the services offered by the Company.

The Company interacts time to time with its clients for consumer survey/consumer satisfaction trends. It is a continuous process of the Company to understand and deliver maximum customer satisfaction. The Company has also started to provide feedback link with every customer's order.

This provides valuable feedback for the Company and foster its efforts for providing the best possible service to customers and continuously improve our engagement with them.

INDEPENDENT AUDITOR'S REPORT

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 **31st March, 2022**, 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 notes to the financial statements 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 **31st March, 2022**, 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 Refer Note 6 to the accompanying financial statements As at 31st March 2022 , the carrying amount of investment in Uketoru Co. Ltd, Japan is Rs. 1.05 crores (net of impairment gain of Rs 3.82 lakhs) The net worth of Uketoru Co. Ltd, Japan as at 31st March, 2022 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, arrived at total fair value/ investment value with application of income approach (DCF Method) INR 1,05,47,829.50 of 50 shares Investment. 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.	Our procedures included, but were not limited to the following: <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; Assessed the appropriateness of methodology and valuation model used by the valuers to estimate the recoverable value of investment in Uketoru Co. Ltd; Assessed the professional competence of the valuation specialist, who are "Merchant Banker" registered with SEBI and "Registered valuer" registered with IBBI as engaged by the management; 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.

INDEPENDENT AUDITOR'S REPORT (Contd.)

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 such 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. [read with the Companies (Indian Accounting Standards) Rules, 2015, as amended]. 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 expressing 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

INDEPENDENT AUDITOR'S REPORT (Contd.)

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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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, 2020 (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; read with companies (Indian Accounting Standards) Rules, 2015, as amended.
- 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 **31st March, 2022** 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 **31st March, 2022** 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 **31st March, 2022**;

For **R.S. Agarwala & Co.**
Chartered Accountants
Firm's Regn No:-304045E

(R.S. Agarwala)
Partner

Place : Kolkata

Date : 27th May 2022

Membership No.005534

UDIN : 22005534AJSRMQ6095

INDEPENDENT AUDITOR'S REPORT (Contd.)

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, 2022.

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 Property, Plant and Equipment..
- 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 Property, Plant and Equipment.. 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-nine (29) numbers of properties have already been transferred in the name of the Company and title deeds of balance eighteen (18) immovable properties are in the process of transfer, the details of which are given below. Properties purchased during the financial year are held in the name of the Company.

I. Detail of Immovable Properties on which the process for transfer has been initiated and status thereof

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Land & Building at Ahemdabad	0.29	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Ranchi	0.20	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Building at Madras	0.09	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Kheda	15.70	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Rajkot	0.70	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Ankleshwar	0.15	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Surat	0.15	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Hazira	0.13	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Bhopal	2.47	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Jabalpur	0.38	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Gwalior	0.80	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Land & Building at Haridwar	2.40	Transport Corporation of India Ltd	No	1st April 2016	Land and Building are in name of erstwhile company
Land & Building at Patna	1.24	Transport Corporation of India Ltd	No	1st April 2016	Land and Building are in name of erstwhile company
Land & Building at Akola	0.17	Transport Corporation of India Ltd	No	1st April 2016	Land and Building are in name of erstwhile company
Building at Saki Naka	0.35	Transport Corporation of India Ltd	No	1st April 2016	Building are in name of erstwhile company
Building at Kandiveli	0.15	Transport Corporation of India Ltd	No	1st April 2016	Building are in name of erstwhile company
Land at Bhiwandi	2.28	Transport Corporation of India Ltd	No	1st April 2016	Land are in name of erstwhile company
Land at Bangalore	0.04	Transport Corporation of India Ltd	No	1st April 2016	Land are in name of erstwhile company

- d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- e) As explained to us, there are no proceedings that have been initiated during the year or are pending against the Company as at 31st March, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- b) Yes, the Company has been sanctioned working capital limits in excess of ₹ 5 Crores, in aggregate, at any point of time of the year, from banks or financial institutions on the basis of security of current assets. The statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
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 explanations given to us and the records of the Company examined by us, in our opinion the Company is regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, professional tax, income tax, sales tax, service tax, duty of customs, 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 duty of excise or value added tax or cess or Employees' State Insurance or stamp duty as at 31st March, 2022 which have not been deposited on account of any dispute are as under:

INDEPENDENT AUDITOR'S REPORT (Contd.)

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
Sales Tax Act	Sales Tax	3.05	2012-13 to 2018-19	Various Labour Court
Stamp Duty Act	Stamp Duty	17.34	2020-21, 2021-22	Stamp Registrar Authority

8. According to the records of the company examined by us and as per the information and explanation given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9.
 - a) According to the records of the Company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any financial institution or banks or lender.
 - b) According to the records of the Company examined by us and as per the information and explanations given to us, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c) According to the records of the Company examined by us and as per the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
 - d) According to the records of the Company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
 - e) According to the records of the Company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.
 - f) According to the records of the Company examined by us and as per the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
10.
 - a) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - b) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under audit and hence reporting under clause 3(x)(b) of the Order is not applicable.
11.
 - a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - b) According to the information and explanations given to us, during the year and upto the date of this audit report, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the Company during the year.
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.
 - a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

INDEPENDENT AUDITOR'S REPORT (Contd.)

- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. In our opinion, there is no cash loss in the financial year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. a) According to the information and explanations given to us and based on our examination of the records of the Company, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- b) In our opinion, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For **R.S. Agarwala & Co.**
Chartered Accountants
Firm's Regn No:-304045E

(R.S.Agarwala)
Partner

Place : Kolkata
Date : 27th May, 2022

Membership No.005534
UDIN : 22005534AJSRMQ6095

INDEPENDENT AUDITOR'S REPORT (Contd.)

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, 2022**.

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, 2022** 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.

INDEPENDENT AUDITOR'S REPORT (Contd.)

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, 2022**, 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)
Partner

Place : Kolkata
Date : 27th May, 2022

Membership No.005534
UDIN : 22005534AJSRMQ6095

BALANCE SHEET

AS AT 31ST MARCH, 2022

(₹ in Crores)

	Notes	As at 31st March, 2022	As at 31st March, 2021
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	314.74	224.43
Right-of-use assets	3	2.02	2.18
Capital work-in-progress	4	6.09	27.75
Other intangible assets	5	3.04	1.77
Financial assets			
Investments	6	1.05	1.02
Other financial assets	7	-	13.65
		326.94	270.80
Current Assets			
Financial assets			
Investment	8	87.00	58.71
Trade receivables	9	189.54	169.46
Cash and cash equivalents	10	15.74	9.16
Other bank balances	11	2.26	18.06
Other financial assets	12	9.54	10.79
Current tax assets (net)	13	4.09	2.01
Other current assets	14	21.92	7.53
		330.09	275.72
Total Assets		657.03	546.52
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	15	7.70	7.69
Other equity	16	528.49	426.18
		536.19	433.87
LIABILITIES			
Non-Current Liabilities			
Financial liabilities			
Borrowings	17	0.21	1.01
Lease liabilities	18	0.12	0.12
Deferred tax liabilities (net)	19	7.86	5.37
		8.19	6.50
Current Liabilities			
Financial liabilities			
Borrowings	20	0.78	0.96
Lease liabilities	18	0.01	0.15
Trade payables	21		
Total outstanding dues of micro enterprises and small enterprises		1.00	1.62
Total outstanding dues of creditors other than micro enterprises and small enterprises		72.72	73.57
Other financial liabilities	22	16.14	8.84
Other current liabilities	23	16.45	16.74
Provisions	24	5.55	4.27
		112.65	106.15
Total Equity and Liabilities		120.84	112.65
Significant Accounting Policies	1	657.03	546.52

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date
For **R S Agarwala & Co.**
Chartered Accountants
Firm Reg No. 304045E

R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata
Date: 27th May, 2022

For and on behalf of Board of Directors of TCI Express Limited
D P Agarwal
Chairman
(Gurugram)

Mukti Lal
VP & CFO
(Gurugram)

Chander Agarwal
Managing Director
(Gurugram)

Priyanka
Company Secretary
(Gurugram)

Murali Krishna Chevuturi
Director
(Hyderabad)

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Crores)

Particulars	Notes	For the year ended 31st March, 2022	For the year ended 31st March, 2021
REVENUE			
Revenue from operations	25	1,081.47	843.99
Other income	26	8.17	7.65
Total Income		1,089.64	851.64
EXPENSES			
Operating expenses	27	732.97	566.73
Employee benefits expense	28	109.94	87.34
Finance costs	29	0.91	0.78
Depreciation and amortization expense	30	9.98	8.97
Other expenses	31	63.83	55.60
Total		917.63	719.42
Profit Before Tax		172.01	132.22
Tax Expense	33		
Current tax		40.33	31.51
Income tax expense pertaining to earlier years		-	(1.23)
Deferred tax		2.84	1.34
		43.17	31.62
Profit for the Year		128.84	100.60
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		(0.05)	0.11
Re-measurement of defined benefit liability		(1.33)	(0.47)
Less : Tax on above items		0.35	0.09
		(1.03)	(0.27)
Total Comprehensive Income for the Year		127.81	100.33
Earning Per Equity Share			
--Basic	32	33.48	26.19
--Diluted		33.45	26.15

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For **R S Agarwala & Co.**

Chartered Accountants

Firm Reg No. 304045E

R S Agarwala

Partner

(Membership No. 005534)

Place: Kolkata

Date: 27th May, 2022

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

D P Agarwal

Chairman

(Gurugram)

Mukti Lal

VP & CFO

(Gurugram)

Chander Agarwal

Managing Director

(Gurugram)

Priyanka

Company Secretary

(Gurugram)

Murali Krishna Chevuturi

Director

(Hyderabad)

STATEMENT OF CHANGES IN EQUITY

AS AT 31ST MARCH, 2022

(₹ in Crores)

Particulars	Balance as at 31st March, 2021	Changes in accounting policy or prior period error	Restated balance as at 31st March, 2021	Change in Equity Share Capital During the Year	Balance as at 31st March, 2022
Equity share capital	7.69	-	7.69	0.01	7.70
No of shares	3,84,34,525	-	3,84,34,525	60,600	3,84,95,125

Other Equity (refer note 16)

(₹ in Crores)

Particulars	Reserve and Surplus					Total
	Retained Earnings	Securities Premium	General Reserve	Share Options Outstanding Account	Other Comprehensive Income Reserve	
Balance as at 1st April, 2021	53.44	7.97	365.34	1.83	(2.40)	426.18
Profit for the year	128.84			-	-	128.84
Other comprehensive income (net of tax)	-		-		(1.03)	(1.03)
Total comprehensive income for the year	128.84	-	-	-	(1.03)	127.81
Exercise of stock options	-	4.05	-	-	-	4.05
Issue of equity shares, net off transaction cost				1.24	-	1.24
Transfer in/out general reserve	(100.00)	-	100.26	(0.26)	-	0.00
Transaction with owners in their capacity as owners:						-
Dividends paid during the year	(30.79)	-	-	-	-	(30.79)
Balance as at 31st March, 2022	51.49	12.02	465.60	2.81	(3.43)	528.49

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

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

R S Agarwala
Partner
(Membership No. 005534)
Place: Kolkata
Date: 27th May, 2022

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

D P Agarwal
Chairman
(Gurugram)

Chander Agarwal
Managing Director
(Gurugram)

Murali Krishna Chevuturi
Director
(Hyderabad)

Mukti Lal
VP & CFO
(Gurugram)

Priyanka
Company Secretary
(Gurugram)

STATEMENT OF CASH FLOW

AS AT 31ST MARCH, 2022

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	172.01	132.22
Adjustments for:		
Depreciation and amortization	9.98	8.97
Loss on disposal of property, plant and equipment (net)	0.08	(1.29)
amortization of leasehold land	0.05	0.04
Reversal under expected credit loss model	(0.12)	(0.50)
Fair valuation of investments designated as FVOCI	(0.05)	0.11
Remeasurements of net defined measurement plans	(1.33)	(0.47)
Employee stock option compensation	3.29	1.78
Miscellaneous provisions written back	(0.16)	(0.17)
Finance costs	0.91	0.78
Interest/dividend income	(4.43)	(3.24)
Adjustment for:		
	8.22	6.01
Operating profit before working capital changes	180.23	138.23
Changes in operating assets and liabilities:		
Trade receivable	(19.95)	(3.20)
Loans, other financial assets and other assets	2.65	(20.74)
Trade payables	(1.46)	13.23
Other financial liabilities and provisions	8.15	3.16
Cash generation from operations	169.62	130.69
Direct taxes paid	(42.08)	(28.41)
Net Cash flow from operating activities (A)	127.56	102.28
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(80.46)	(57.68)
Proceeds on sale of property, plant and equipment	0.44	2.31
Purchase of investments	(14.68)	(43.88)
Interest/ dividend received	4.43	3.24
Net Cash flow from investing activities (B)	(90.27)	(96.01)
C. CASH FLOW FROM FINANCING ACTIVITIES *		
Short term borrowings	(0.19)	(0.91)
Proceeds from issuance of share capital	1.99	2.17
Proceeds from term borrowings	-	0.16
Repayment of term borrowings	(0.81)	(1.18)
Payment of dividends	(30.79)	(7.69)
Finance cost paid	(0.91)	(0.77)
Net Cash flow from financing activities (C)	(30.71)	(8.22)
Net increase in cash and cash equivalents (A+B+C)	(6.58)	(1.95)
Cash and cash equivalents at 1st April	9.16	11.12
Cash and cash equivalents as at 31st March	15.74	9.16

* Refer note 46 for net debt reconciliation

STATEMENT OF CASH FLOW
AS AT 31ST MARCH, 2022 (Contd.)

Cash and cash equivalent at the end of the year include:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Cash on hand	2.44	1.72
Cheques, draft on hand	11.25	7.03
Bank balance with current account	2.05	0.41
Cash and cash equivalents	15.74	9.16

Notes: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements.

In terms of our Report of even date

For **R S Agarwala & Co.**

Chartered Accountants

Firm Reg No. 304045E

R S Agarwala

Partner

(Membership No. 005534)

Place: Kolkata

Date: 27th May, 2022

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

D P Agarwal

Chairman

(Gurugram)

Chander Agarwal

Managing Director

(Gurugram)

Murali Krishna Chevuturi

Director

(Hyderabad)

Mukti Lal

VP & CFO

(Gurugram)

Priyanka

Company Secretary

(Gurugram)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH, 2022

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

I) Corporate Overview

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 through road, rail, air and water mode. 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 Limited 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-122001 Haryana.

II) Basis of preparation of financial statements

These notes provide the list of the significant accounting policies/basis adopted in the preparation of these Ind AS financial statements. These policies/basis have been consistently applied to all the years presented, unless otherwise stated.

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 and Companies (Indian Accounting Standards) Amendment Rules 2016. The Company has consistently applied the accounting policies during the period presented in the financial statements.

These financial statements for the year ended 31st March, 2022 were approved and adopted by Board of Directors of The Company in their meeting held on 27th May, 2022.

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 significant accounting 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, liabilities. It also affects 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(u) below. Accounting estimates could change from period to period. Although these estimates are based on management's best knowledge of current event and action, actual results could differ from those 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 Division II the Schedule III to the Act. An asset is treated as current when it is:

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)**

- Expected to be realized or intended to be sold in Company's normal operating cycle*
- Held primarily for purpose of trading.
- Asset is intended for sale or consumption.
- Expected to be realized within twelve months after the reporting period, or
- 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 realization 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, freight charges, initial insurance charges, borrowing cost if capitalization criteria are met and any other 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
Leasehold improvement	Lease Term
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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

The residual values are not more than 5% of the original cost of the asset. The asset's residual values, useful lives and method of depreciation 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.

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 (amortisation 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

De-recognition

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 recognized in the statement of profit or loss when the asset is de-recognised.

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 recognized in the statement of Profit and Loss and 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 recognized 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 recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)**

since the last impairment loss was recognized. 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 recognized for the asset in prior years. Such reversal is recognized 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 capitalized 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.

f) Functional and presentation currency

The financial statements are presented in Indian Rupees (₹), which is also The Company's functional and presentation currency of The Company.

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 Company has adopted Ind AS-116 'Leases', using modified retrospective approach, which has resulted in recognition of Right-of-Use Asset and corresponding Lease Liability.

Company as a lessee

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.

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 in the statement of profit and loss 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

Initial measurement

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 (if any).

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.

Subsequent measurement

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment loss, (if any). ROU is depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made.

Lease liabilities are re-measured 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.

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 in statement of profit and loss 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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)**

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

The Company derives revenues primarily from business of freight. The Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Company has adopted Ind AS 115 using the cumulative effect method.

Revenue is recognized 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 recognizes revenue from contracts with customers based on a five step model (refer note 36). The Company recognizes 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 performance obligation before it receives the consideration, The Company recognizes 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:

Express cargo delivery services :

Revenue from services rendered is recognized 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.

j) Other income**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 on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

For all Financial Assets measured at amortized cost or at fair value through other comprehensive income (refer 'k' 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. Interest income recognised in finance income in the statement of profit and loss

Dividends :

Dividends are recognized in the statement of Profit and Loss only when the right to receive payment is established.

Profit on sale of Investments:

Profit on sale of financial instruments (measured at amortised cost or FVTOCI or through Profit and Loss) recognized in the statement of Profit & Loss.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

1) Financial assets

Initial recognition

Financial instruments are recognized when The Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the standalone statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Subsequent measurement

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 amortized cost – a financial instrument is measured at amortized 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 amortized cost using the effective interest method.

ii) Financial assets at fair value through other comprehensive income (FVTOCI):

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in other comprehensive income. Cumulative gain or loss previously recognised in OCI is recalssified it on the quity to 'other income' in the statement of profit & Loss.

iii) Financial assets at fair value through profit or loss (FVTPL)

Financial asset are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes including interest and dividend if any, recognized as 'other income' in the statement of profit & loss.

a) Equity instruments- 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.

b) Debt instruments- These are measured at FVOCI have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding and that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. These instruments largely comprise long term investments made by company.

c) 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 uses 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 rates are updated.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

- d) **Other financial assets** - For recognition of impairment loss on other financial asset and risk exposure, the Company determines 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.

De-recognition of financial assets

A financial asset is primarily de-recognized 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.

2) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. in case of trade payables, they are intially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortized cost using the effective interest rate method ('EIR').

Amortized 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 amortization is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability 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 recognized 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 recognized 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:

3) 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 for the period. 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.

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. Gratuity is funded Through Investments with on Insurance service provider & the company administaed trust (TCI Express Gratuity Fund Trust). 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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

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 Other Comprehensive Income. 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 recognized 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.

4) Employee stock option plan (Share based payments)

The fair value of options granted under Employee Stock Option Plan is recognized 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 recognized 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.

5) Provisions

Provisions are recognized 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 recognized 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.

6) 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.

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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

7) 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 recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized 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 recognized using the liability method in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding amounts used in the computation of taxable profit.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax liability is recognized based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, by the end of the reporting period.

Deferred tax assets are recognized 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 recognized 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 recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized 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 recognized 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 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.

8) 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.

9) 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 twelve months or less, which are subject to an insignificant risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

10) 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.

11) Contingent liabilities and assets

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.

Contingent assets are not recognized but disclose in the financial statements when an inflow of economic benefits is probable.

12) 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. **Revenue** - The Company recognizes revenue from contracts with customers based on a five-step model as per Ind AS 115 (Refe Note 'i') which involves judgements such as identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. The management exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time It considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. Revenue from freight services is recognized over time using percentage-of-completion method. The management uses judgement to estimate the services provided as on reporting date as a proportion of total services provided which is used to determine the degree of the completion of the performance obligation.
- b. **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 future economic conditions. if the present economic and financial situation of The Company's debtors with which The Company contracted were to deteriorate, resulting in an impairment of their ability to make payment, additional expected credit loss may be required.
- c. **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.
- d. **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.
- e. **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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)**

- f. 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. In addition, significant judgement is required in assessing the impact of any legal and economic limits or uncertainties in various tax jurisdictions.
- g. 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.
- h. Provisions** - At the end of each reporting period on the basis of the management judgement, changes in facts and legal aspects, The Company assess the requirement of the provisions. However, the actual future outcome may differ from this judgement.

Amendments to Schedule III of the Companies Act, 2013:

Ministry of Corporate Affairs (MCA) issued notifications dated 24th March, 2021 to amend Schedule III of the Companies Act, 2013 to enhance the disclosures required to be made by The Company in its financial statements. These amendments are applicable to The Company for the financial year starting 1st April, 2021 and applied to the standalone financial statements:

- a. Lease liabilities separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- b. Certain additional disclosures in the standalone Statement of Changes in Equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- c. Additional disclosure for shareholding of promoters.
- d. Additional disclosure for ageing schedule of trade receivables, trade payables, capital work-in-progress.
- e. Specific disclosure such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in the name of The Company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties etc.
- f. Additional disclosures relating to Corporate Social Responsibility (CSR) and undisclosed income.

Recent Accounting Pronouncement

Ind AS 16 - Property, Plant and Equipment (PPE) The amendments clarify that excess of net sale proceeds of items produced over the cost of testing while preparing the assets for its intended use (if any), shall not be recognised in the profit or loss but deducted from the directly attributable cost considered as part of cost of an item PPE. The Company has evaluated the amendment and there is no impact in recognition of its property, plant and equipment on its consolidated financial statements.

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets The amendments specify that the 'cost of fulfilling' a contract comprises the 'cost that relate directly to the contract.' Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

2 PROPERTY, PLANT AND EQUIPMENT

(₹ in Crores)

	Freehold Land	Building (a)	Vehicle	Office Equipments	Plant & Machinery	Furniture & Fixture	Computer -Hardware	Total
Gross carrying value								
Opening balance at 1st April, 2021	92.61	109.88	10.53	9.54	14.46	11.77	10.17	258.96
Additions	10.33	40.10	2.64	1.12	34.25	4.17	7.69	100.30
Disposals	0.01	-	1.32	-	0.24	-	-	1.57
Closing balance at 31st March, 2022	102.94	149.98	11.85	10.66	48.47	15.94	17.86	357.69
Accumulated depreciation								
Opening balance at 1st April, 2021	-	7.17	3.73	5.81	5.30	5.63	6.89	34.53
Charge for the year		1.93	1.37	1.38	1.81	0.97	2.00	9.46
Disposals		-	0.84	-	0.20	-	-	1.04
Closing balance at 31st March, 2022	-	9.10	4.26	7.19	6.91	6.60	8.89	42.95
Net Block as at 31st March, 2021	92.61	102.71	6.80	3.73	9.16	6.14	3.28	224.43
Net Block as at 31st March, 2022	102.94	140.88	7.59	3.47	41.56	9.34	8.97	314.74

- a) Buildings includes those on leasehold land (cost ₹ 8.96 Crores, accumulated depreciation ₹ 1.74 Crores and written down value ₹ 7.22 Crores) as on 31st March, 2022, (cost ₹ 9.25 Crores, accumulated depreciation ₹ 1.67 Crores and written down value ₹ 7.58 Crores) as on 31st March, 2021
- b) Pursuant to Scheme of arrangement between Transport Corporation of India Limited (TCIL) 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, 29 immovable properties has been transferred in the name of TCIEXPRESS and rest of the immovable properties are in process of transfer. (refer note 47 and 48)

Capitalized borrowing cost

The Company has not capitalized any borrowing costs during the year ended 31st March, 2022 and 31st March, 2021.

3 RIGHT OF USE ASSETS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Leasehold land	2.01	2.02
Building	0.01	0.16
Total	2.02	2.18

Following are the changes in the carrying value of Right of Use assets:

(₹ in Crores)

Particulars	Land	Building	Total
Opening balance as at 1st April, 2021	2.02	0.16	2.18
Addition	0.04	0.00	0.04
Deletion	(0.05)	0.00	(0.05)
Depreciation	0.00	(0.15)	(0.15)
Closing balance as at 31st March, 2022	2.01	0.01	2.02

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 31ST MARCH, 2022 (Contd.)

4 CAPITAL WORK-IN-PROGRESS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Capital work-in-progress	6.09	27.75

Movement in capital work in progress:

(₹ in Crores)

Particulars	Amount
Opening balance as at 1st April, 2021	27.75
Add: Additions during the year	80.10
Less: Capitalization during the year	101.76
Closing balance as at 31st March, 2022	6.09

Capital work in progress ageing schedule for the year 31st March, 2022

(₹ in Crores)

Particulars	Amount in CWIP for a period of				Fair value
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Project in progress	3.50	0.96	0.91	0.72	6.09
Total	3.50	0.96	0.91	0.72	6.09

Capital work in progress ageing schedule for the year 31st March, 2021

Particulars	Amount in CWIP for a period of				Fair value
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Project in progress	17.60	8.37	1.77	0.01	27.75
Total	17.60	8.37	1.77	0.01	27.75

5 OTHER INTANGIBLE ASSETS

(₹ in Crores)

Particulars	Amount
Gross carrying value	
Opening balance as at 1st April, 2021	4.40
Additions	1.64
Disposals	-
Closing balance as at 31st March, 2022	6.04
Accumulated amortization	
Opening balance as at 1st April, 2021	2.63
Amortization	0.37
Disposals	-
Closing balance as at 31st March, 2022	3.00
Net Block as at 31st March, 2021	1.77
Net Block as at 31st March, 2022	3.04

The Company has capitalized software and disclosed under the head "Other intangible assets".

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

6 INVESTMENTS - NON CURRENT

(₹ in Crores)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares	Amount	Number of shares	Amount
Unquoted				
In Equity instruments				
- at FVOCI				
Uketoru Co. Limited	50	1.05	50	1.02
Total	50	1.05	50	1.02

Uketoru Company Limited is a start up entity in which the Company has made investments. Considering the nature of start up entity, the value of investment as on 31st March, 2022 is reasonable and fair enough.

Detail of amounts recorded in other comprehensive income:

(₹ in Crores)

Particulars	As at 31st March, 2022			As at 31st March, 2021		
	Gross	Tax	Net	Gross	Tax	Net
Net gain/(loss) on : Equity securities	0.04	0.01	0.02	0.11	0.03	0.07

7 OTHER FINANCIAL ASSET

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Investment in term deposit	-	13.65

Fixed deposit with bank for the maturity period of more than 12 months.

8 INVESTMENTS - CURRENT

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount	Amount
Quoted : at fair value through profit or loss		
Mutual fund units	12.02	58.71
Commercial papers	57.50	-
Quoted : at amortized cost		
Corporate bonds	4.34	-
Quoted : at fair value through OCI		
Corporate bonds	13.14	-
Total	87.00	58.71

Aggregate value of quoted and unquoted investment is as follows:

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Aggregate value of quoted investments	87.00	58.71
Market value of unquoted investments (non current)	1.05	1.02
Market value of quoted investments (current)	87.00	58.71

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

9 TRADE RECEIVABLES

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount	Amount
Unsecured :		
Considered good	189.54	169.46
Considered doubtful	1.07	1.20
	190.61	170.66
Less: allowances for credit losses	1.07	1.20
Total	189.54	169.46

Ageing for trade receivables as at 31st March, 2022

(₹ in Crores)

Particulars	Outstanding for following periods from due date of payment					Total
	less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable - considered good	187.07	2.51	0.51	-	-	190.08
(ii) Undisputed trade receivables- which have significant increase in credit risk						
(iii) Undisputed trade receivable- credit impaired						
(iv) Disputed trade receivable- considered good						
(v) Disputed trade receivables- which have significant increase in credit risk	0.10	0.32	0.11	-	-	0.53
(vi) Disputed trade receivable- credit impaired						
	187.17	2.82	0.62	0.62	-	-
Less Provision for expected credit loss						1.07
Total						189.54

Ageing for trade receivables as at 31st March, 2021

(₹ in Crores)

Particulars	Outstanding for following periods from due date of payment					Total
	less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable - considered good	167.75	1.36	1.02			170.13
(ii) Undisputed trade receivables- which have significant increase in credit risk						
(iii) Undisputed trade receivable- credit impaired						
(iv) Disputed trade receivable- considered good						
(v) Disputed trade receivables- which have significant increase in credit risk	0.13	0.28	0.12			0.53
(vi) Disputed trade receivable- credit impaired						
	167.88	1.64	1.14	-	-	170.66
Less Provision for expected credit loss						1.20
Total						169.46

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

10 CASH AND CASH EQUIVALENTS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Cash on hand	2.44	1.72
Cheques on hand	11.25	7.03
Balance with banks -in current accounts	2.05	0.41
Total	15.74	9.16

11 OTHER BANK BALANCES

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Earmarked bank balances :		
Unclaimed dividend accounts	2.01	1.42
Investment in term deposit	0.01	16.36
Fractional shares	0.05	0.05
Margin money deposits	0.19	0.23
Total	2.26	18.06

Refer note 35 on Financial instruments for disclosure of fair values in respect of financial assets measured at amortized cost and assessment of expected credit losses

12 OTHER FINANCIAL ASSETS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Security deposits		
with related parties	2.17	2.17
with customers	0.69	0.95
with others	6.68	7.67
Total	9.54	10.79

13 CURRENT TAX ASSETS (LIABILITIES)

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Advance tax (net of provision)	4.09	2.01
Total	4.09	2.01

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

14 OTHER CURRENT ASSETS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Prepaid expenses	1.62	1.23
Input tax credit receivable	7.56	1.93
Deferred expense (POCM)	1.55	0.41
Deferred income (POCM)	10.47	2.86
Advances to employees	0.21	0.14
Operational advances		
considered good	0.51	0.96
considered doubtful	0.71	0.87
Less: Provision for doubtful advances & deposits	(0.71)	(0.87)
Total	21.92	7.53

15 EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
a) Authorized :		
5,00,00,000 equity shares of ₹ 2 each	10.00	10.00
Issued, Subscribed & Paid up :		
3,84,95,125 equity shares of ₹ 2 each (31st March, 2021 : 3,84,34,525 equity shares of ₹ 2 each)	7.70	7.69
Total	7.70	7.69

b) Reconciliation of Number of Shares

(₹ in Crores)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of Shares	Amount	Number of Shares	Amount
Equity shares at the beginning of the year	3,84,34,525	7.69	3,83,55,400	7.67
Add: allotted under Employee Stock Option Scheme	60,600	0.01	79,125	0.02
Equity shares at the end of the year :	3,84,95,125	7.70	3,84,34,525	7.69

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 in the Annual General Meeting, 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 31st March, 2022, 3,60,310 equity shares (31st March, 2021, 3,62,265 equity shares) are lying in Demat Suspense Account of the Company. Dividend on these shares 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

d) Shares held by promoters at the end of the year

(₹ in Crores)

S No.	Promotor Name	No. of Shares	% of total shares	% Change during the year
	Promotors :			
1	Vineet Agarwal	993497	2.58	-
2	Dharmpal Agarwal	419314	1.09	-
3	Chander Agarwal	917131	2.38	(0.01)
	Promotors Group :			
4	Dharmpal Agarwal - HUF	1019878	2.65	-
5	Vineet And Sons - HUF	10382	0.03	-
6	Priyanka Agarwal	972604	2.53	-
7	Urmila Agarwal	925295	2.40	(0.01)
8	Chandrima Agarwal	370528	0.96	-
9	Vihaan Agarwal	172166	0.45	-
10	Nav Agarwal	169083	0.44	-
11	TCI Exim Private Limited	156572	0.41	-
12	Bhoruka Express Consolidated Limited	17058233	44.31	(0.07)
13	Dharmpal Agarwal - TCI Trading	2487497	6.46	(0.01)
Total		25672180	66.69	(0.10)

Though no. of shares are same but in percentage terms reduced to 66.69% from previous year of 66.79% due to issuance of ESOPs.

e) Details of Shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No of shares	% holding	No of shares	%
Bhoruka Express Consolidated Limited	1,70,58,233	44.31%	1,70,58,233	44.38%
Dharmpal Agarwal - TCI Trading	24,87,497	6.46%	24,87,497	6.47%
	1,95,45,730	50.77%	1,95,45,730	50.85%

f) Share Reserved under Employee Stock Option Plan

The Shareholders in their meeting held on 1st November, 2016 have approved the resolution to create, grant, issue and offer 9,57,218 options representing 2.5% of the paid up share capital on that 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 amortized on straight line basis over the vesting period. Amortization of deferred employee compensation are detailed as below:

31st March, 2022 : ₹ 3.29 Crores

31st March, 2021 ₹ 1.78 Crores

g) In the period of five years immediately preceeding 31st March, 2022 :

As per the Scheme of Arrangement, 3,80,36,800 equity shares issued to shareholders of Transport Corporation of India Limited on 31st August, 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.

21,900 equity shares allotted to eligible employees during the financial year 2018-19

44,775 equity shares allotted to the eligible employees during the financial year 2019-20

79,125 equity shares allotted to the eligible employees during the financial year 2020-21

During the year, the Company has allotted 60,600 equity shares to the eligible employees pursuant to ESOP-2016

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

16 OTHER EQUITY

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
(i) Retained earnings		
Opening balance	53.44	35.53
Add: Net profit for the current year	128.84	100.60
Less: Dividends paid on equity shares during the year	(30.79)	(7.69)
Profit available for appropriation	151.49	128.44
Transferred to general reserve during the year	(100.00)	(75.00)
Closing balance	51.49	53.44
(ii) Securities premium		
Opening balance	7.97	3.33
Addition on insurance of equity share on exercise of employee stock options	4.05	4.64
	12.02	7.97
(iii) General reserve		
Opening balance	365.34	290.34
Addition during the year	100.26	75.00
	465.60	365.34
(iv) Other Reserves:		
Share options outstanding account :		
Opening balance	1.83	2.53
Add : Created against stock options granted during the year	3.29	1.78
Less : Exercise of stock option during the year	2.05	2.48
Less : Transfer to general reserve during the year	0.26	-
	2.81	1.83
(v) Other Comprehensive Income Reserve		
Remeasurements of the net defined benefit plans :		
Opening balance	(2.40)	(2.13)
Changes during the year	(1.03)	(0.27)
	(3.43)	(2.40)
Total other equity	528.49	426.18

Nature and purpose of other reserves
Securities premium

Securities premium represents premium received on issue of shares under ESOP. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Employee's stock options outstanding account

The account is used to recognize the grant date value of options issued to employees under Employee stock option plan 2016 and adjusted as and when such options are exercised or otherwise expire.

General reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Though under the Companies Act, 2013 transfer of profit to general reserve is not required.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

17 BORROWINGS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Secured		
Term loans :		
From banks	0.98	1.96
Amount disclosed under short term borrowing	(0.77)	(0.95)
Total	0.21	1.01

* There is no default as on Balance Sheet date in repayment of borrowing and interest thereon.

* No loans have been guaranteed by the directors and others.

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 31st March, 2022	As at 31st March, 2021
Term loans from Bank :				
		Repayable in 36 monthly instalments at an average rate of 8.70%	0.10	0.18
Vehicle Loans secured by respective vehicles	Vehicle loan	Repayable in 48 monthly instalments at an average rate of 9.16%	0.31	0.65
		Repayable in 60 monthly instalments at an average rate of 8.47%	0.57	1.13

18 LEASE LIABILITIES

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non current		
Lease obligations	0.12	0.12
	0.12	0.12
Current		
Lease obligations	0.01	0.15
Total	0.01	0.15

The Company has made disclosures relating to recognition of leases. Please refer note 40 for necessary disclosures.

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

19 DEFERRED TAX LIABILITIES (NET)

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Deferred tax liabilities/(assets) arising on account of :		
Property, plant and equipment- depreciation	9.28	6.43
Receivables, financial assets and liabilities at amortized cost	(0.14)	(0.18)
Provision for employee and other liabilities deductible on actual payments	(1.28)	(0.88)
Deferred tax liabilities/(assets) (net)	7.86	5.37

Movement in Deferred Tax Liabilities (Net) in FY 2021-22

(₹ in Crores)

Particulars	As at 1st April, 2021	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31st March, 2022
Deferred tax liabilities/(assets) in relation to :				
Property, plant and equipment - depreciation	6.43	2.85	-	9.28
Receivables, financial assets and liabilities at amortized cost	(0.18)	0.04	-	(0.14)
Provision for employee and other liabilities deductible on actual payments	(0.88)	(0.05)	(0.35)	(1.28)
Net deferred liabilities/(asset) (net)	5.37	2.84	(0.35)	7.86

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

20 BORROWINGS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Secured		
Working capital Loans : from banks (a)	0.01	0.01
Current maturities of long term borrowings from bank	0.77	0.95
	0.78	0.96

(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 security situated at Sanjay Gandhi Transport Nagar New Delhi, Transport Nagar Lucknow, Transport Nagar, Allahabad.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

21 TRADE PAYABLES

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Total outstanding dues to MSME	1.00	1.62
Others	72.72	73.57
	73.72	75.19

Refer note 37 for information about liquidity risk and market risk of trade payables.

Trade payable ageing schedule for the year ended 31st March, 2022

(₹ in Crores)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
(i) MSME	1.00				1.00
(ii) Others	72.72				72.72
(iii) Disputed dues- MSME					
(iii) Disputed dues- Others					

Trade payable ageing schedule for the year ended 31st March, 2021

(₹ in Crores)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
(i) MSME	1.62				1.62
(ii) Others	73.57				73.57
(iii) Disputed dues- MSME					
(iii) Disputed dues- Others					

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 :

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
The principal amount remaining unpaid to any supplier at the end of the year	1.00	1.62
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.

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

22 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Interest accrued but not due on borrowings	0.01	0.01
Unclaimed dividends	2.01	1.42
Unearned income	1.41	-
Fractional shares entitlements payable	0.05	0.05
Trade / security deposits	0.72	1.36
Retention monies	3.19	3.39
Creditors against fixed assets	8.75	2.60
	16.14	8.83

23 OTHER CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Statutory remittances	10.43	11.37
Employee related payables	6.02	5.37
	16.45	16.74

24 PROVISIONS

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Provision for employee benefits :		
Provision for gratuity (refer note 39)	3.04	2.00
Provision for leave encashment (refer note 39)	2.51	2.27
	5.55	4.27

25 REVENUE FROM OPERATIONS

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Operating Revenue :		
Express cargo delivery, demurrage and miscellaneous charges	1,081.47	843.99
	1,081.47	843.99

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

26 OTHER INCOME

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest earned on bank deposits, CP's and other investments	4.43	0.61
Unspent liabilities/excess provisions written back	0.16	0.16
Gain on sale of mutual fund	0.02	-
Rental income	2.61	2.59
Dividend income on short term mutual fund	0.94	2.63
Written back of w/o balances	0.01	0.17
Profit on disposals of property, plant and equipment	-	1.49
	8.17	7.65

27 OPERATING EXPENSES

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Network freight charges	664.24	518.31
GPS communication charges	1.31	1.07
Crane operating expenses	2.25	1.56
Payments to labour boards	13.56	9.04
Air freight charges	39.08	28.06
Ship freight charges	1.45	1.22
Rail freight charges	6.11	3.20
Other transportation expenses	4.82	4.05
Claims for loss & damages (net)	0.15	0.22
	732.97	566.73

28 EMPLOYEE BENEFITS EXPENSE

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Salaries, bonus & compensated absences	90.26	72.81
Contribution to provident & other funds	7.20	5.96
Contribution to employees' state insurance	1.03	1.01
Amortiation of employees stock option plan	3.29	1.78
Staff welfare & development expenses	8.16	5.78
	109.94	87.34

29 FINANCE COSTS

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest expenses		
- On term Loan	0.13	0.21
- On working capital Loan	0.34	0.05
- On lease	0.02	0.04
	0.49	0.30
Bank charges	0.42	0.48
	0.91	0.78

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

30 DEPRECIATION & AMORTIZATION

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Depreciation on property, plant and equipment	9.46	8.24
Depreciation on right of use assets	0.15	0.27
Amortization of intangible assets	0.37	0.46
	9.98	8.97

31 OTHER EXPENSES

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Rent expense	32.32	29.65
Rates and taxes	0.43	0.47
Insurance expense	0.58	0.54
Telephone/communication expenses	2.15	1.27
Printing and stationery	2.56	1.73
Travelling expenses	3.95	1.99
Legal expenses	0.05	0.03
Electricity expenses	3.25	2.71
Advertisement expenses	0.02	1.11
Office maintenance & security expenses	6.91	5.50
Consultancy expenses	1.14	0.94
Conference & seminar expenses	0.31	0.88
Commission & fees to directors	0.57	0.53
Remuneration to auditors :		
Audit fees	0.06	0.06
Tax audit fees	0.04	0.04
Bad debts and irrecoverable balances written off	0.29	0.28
Charity & donations	-	0.20
Corporate social responsibility expenditure	2.40	2.05
Loss on disposals of property, plant and equipment	0.08	0.20
Miscellaneous expenses	2.40	2.15
Repair & maintenance :		
Motor cars	1.90	1.51
Plant & equipment	0.38	0.53
Computers	0.78	0.55
Buildings	1.26	0.65
	63.83	55.60

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

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.

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Amount required to be spent as per section 135 of the Companies Act, 2013	2.40	2.05
Contribution made during the year	2.40	2.05

(₹ in Crores)

Details of corporate social responsibility expenditure	For the year ended 31st March, 2022	For the year ended 31st March, 2021
(a) Amount required to be spent by the Company	2.40	2.05
(b) Amount spent during the year (in cash)	2.40	2.05
(i) Construction or acquisition of any asset		
(ii) On purposes other than (i) above		
(c) Shortfall at the end of the year	-	-
(d) Total of the previous year shortfall	-	-
(e) Reason for the shortfall	-	-
(f) Nature of CSR activities	Education, Healthcare, Women Empowerment, Skilling, Employment, Poverty Eradication, Rural development	
(g) Details of related party transactions in relation to CSR expenditure as per relevant accounting standard contribution to TCI Foundation in relation to CSR Expenditure	1.12	2.56

32 EARNINGS PER SHARE

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Net profit attributable to equity shareholders for calculation of earnings per share	128.84	100.60
Weighted average number of equity shares used for computing earnings per share for basic EPS	3,84,76,375	3,84,14,744
Weighted average number of equity shares used for computing earnings per share for diluted EPS	3,85,13,323	3,84,76,424
Nominal value per share	2.00	2.00
Earnings per equity share		
Basic	33.48	26.19
Diluted	33.45	26.15

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

33 INCOME TAX

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
The income tax expense consists of the following :		
Current tax expense for the current year	40.33	31.51
Income tax expense pertaining to earlier years	-	(1.23)
Deferred tax expense/(benefit)	2.84	1.34
Total income tax	43.17	31.62

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:

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit before income taxes	172.01	132.22
At India's statutory income tax rate 25.17%	43.29	33.28
Adjustments in respect of current income tax		
Permanent disallowances	0.61	0.53
Tax provision reversals (prior years)	-	(1.23)
Tax on income at different rate	0.10	-
Others	(0.83)	(0.96)
Total income tax expense	43.17	31.62

34 CONTINGENCIES AND COMMITMENTS

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
(A) Contingent liabilities		
I Stamp duty/ octroi/ duty and other demands under dispute	21.42	14.49
II Guarantees excluding financial guarantees	1.00	2.42
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) on tangible assets.	15.00	95.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

35 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].

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.

The carrying amounts and fair values of financial instruments by category are as follows:

Financial assets and liabilities which are measured at amortized cost

(₹ in Crores)

Particulars	Note	As at 31st March, 2022	As at 31st March, 2021
Financial assets			
(i) Trade receivables	9	189.54	169.46
(ii) Cash and cash equivalents	10	15.74	9.16
(iii) Other bank balances	11	2.26	18.06
(iv) Other financial assets	7	-	13.65
Total financial assets		207.54	210.33
Financial liabilities			
(i) Borrowings	17 & 20	0.99	1.97
(ii) Trade payables	21	73.72	75.19
(iii) Other financial liabilities	22	16.14	8.84
Total financial liabilities		90.85	86.00

- (i) The management assessed that fair values of cash and cash equivalents, term deposits, trade receivables, other receivables, short term borrowings, trade payables and other current financial liabilities are approximate of 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 in 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 no material change in the lending rates.

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

B. Financial assets and liabilities measured at fair value - recurring fair value measurements

(₹ in Crores)

As at 31st March, 2022	Level 1	Level 2	Level 3	Total
Investments measured at				
Fair value through other comprehensive income	13.14	-	1.05	14.19
Fair value at amortized cost	4.34			4.34
Fair value through profit and loss	69.52	-	-	69.52

(₹ in Crores)

As at 31st March, 2021	Level 1	Level 2	Level 3	Total
Investments measured at				
Fair value through other comprehensive income	-	-	1.02	1.02
Fair value through profit and loss	58.71	-	-	58.71

- 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 flow ("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 :

Unquoted equity shares

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Impact on fair value if change in earnings growth rate		
- Impact due to increase of 0.50 %	0.01	0.01
- Impact due to decrease of 0.50 %	(0.01)	(0.01)
Impact on fair value if change in risk adjusted discount rate		
- Impact due to increase of 0.50 %	0.01	0.01
- Impact due to decrease of 0.50 %	(0.01)	(0.01)

- c. The following table presents the changes in level 3 items for the periods ended 31st March, 2022 and 31st March, 2021:

(₹ in Crores)

Particulars	Unquoted equity shares
As at 31st March, 2021	1.02
(Loss)/gain recognized in other comprehensive income	0.03
As at 31st March, 2022	1.05

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

36 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 recognized 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 recognized through a 5-step approach:

- (i) Identify the contract(s) with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) recognize revenue when a performance obligation is satisfied.

The standard is applied only to contracts that are not completed as at 31st March, 2022.

Significant changes in contract assets and liabilities

Changes in balance of contract liabilities during the year:

(₹ in Crores)

Particulars	As at 31st March, 2022
Opening balance of contract liabilities	2.86
Less: Amount of revenue recognized against opening contract liabilities	(2.86)
Add: Addition in balance of contract liabilities for current year	10.47
Closing balance of contract liabilities	10.47

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:

(₹ in Crores)

Particulars	Amount
Revenue from contract with customer	
Domestic	1081.43
Overseas	0.04
Other revenue	
Domestic	-
Total	1081.47

Revenue by time	Amount
Revenue recognized over time	1,081.47
Revenue recognized at point in time	-
Total	1,081.47

Assets and liabilities related to contracts with customers

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current		
Contract assets related to sale of service	-	-
Contract liabilities related to sale of service		
Deferred income Assets (liability)	10.47	2.86
Trade receivable	189.54	169.46

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)**

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 recognized in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

37 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.

A. CREDIT RISK

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 short term investment, trade receivable, cash and cash equivalents and other financial assets measured at amortized 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 recognized as income in statement of profit and loss.

Financial assets that exposes the entity to credit risk:

(₹ in Crores)

Credit rating	Particulars	As at 31st March, 2022	As at 31st March, 2021
A: No Risk	Cash and cash equivalents	15.74	9.16
	Other bank balances	2.26	18.06
	Investments	87.00	72.36
B: Low credit risk on financial reporting date	Trade receivables	188.92	168.31
C: Moderate credit risk	Trade receivables	0.62	1.15

Cash and cash equivalents and bank term deposits

Credit risk related to cash and cash equivalents and bank term deposits is managed by only accepting highly rated banks assigned by credit rating agencies.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

Investments

Majority of the Company's investments are fair valued based on Level 1 inputs. These investment primarily include investment in liquid mutual fund units, Commercial papers, quoted bonds issued by quasi government organisations. The Company invest after considering counterparty risks based on multiple criteria including credit rating, profitability and deposit base of banks and financial institutions.

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 5% 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 amortized cost

Other financial assets measured at amortized cost includes 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 –

(₹ in Crores)

As at 31st March, 2022	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net for expected credit losses provision
Trade Receivables	190.61	(1.07)	189.54

(₹ in Crores)

As at 31st March, 2021	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net for expected credit losses provision
Trade Receivables	170.66	(1.20)	169.46

Movement in provisions of doubtful debts

(₹ in Crores)

Particulars	Amount
Loss allowance on 31st March, 2021	1.20
Add: Additional provisional made	-
Less provision write off	0.12
Loss allowance on 31st March, 2022	1.08

Expected credit loss for trade receivables under simplified approach :

As at 31st March, 2022

(₹ in Crores)

Ageing	Not Due (0-30)	31-60 days	61-90 days	91-180 days	More than 180 days	Total
Gross carrying amount	87.79	55.94	25.00	18.44	3.44	190.61
Expected loss rate		0.42%	0.41%	1.46%	13.46%	
Expected credit loss (loss allowance)	-	(0.24)	(0.10)	(0.27)	(0.46)	(1.07)
Net carrying amount of trade receivables (net of provisions)	87.79	55.70	24.90	18.17	2.98	189.54

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

As at 31st March, 2021

(₹ in Crores)

Ageing	Not Due (0-30)	31-60 days	61-90 days	91-180 days	More than 180 days	Total
Gross carrying amount	77.76	52.72	22.68	14.71	2.79	170.66
Expected loss rate		0.39%	0.39%	1.59%	24.05%	
Expected credit loss (loss allowance provision)		(0.20)	(0.10)	(0.23)	(0.67)	(1.20)
Carrying amount of trade receivables (net of provisions)	77.76	52.52	22.59	14.48	2.12	169.46

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 principal source of liquidity are cash and cash equivalent, short term investments and the cash flow that is generating from operations. The company believes that the following short term financial assets and unused working capital limits of Rs 45.00 crores with consortium bankers are sufficient to meet its financial liabilities within the maturity period.

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Cash and cash equivalents	15.74	9.16
Short term investment	87.00	58.71
Total	102.74	67.87

(ii) Contractual maturities of financial liabilities

The tables below analyze 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 31st March, 2022

(₹ 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)	0.02				0.02
Term loan	0.81	0.19	-	-	1.00
Trade payables	73.72				73.72
Other financial liabilities	16.14				16.14
Total	90.69	0.19	-	-	90.88

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

As at 31st March, 2021

(₹ 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)	0.01				0.01
Term loan	1.03	0.81	0.19	-	2.03
Trade payables	75.19				75.19
Other financial liabilities	8.84				8.84
Total	85.07	0.81	0.19	-	86.07

C. MARKET RISK

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

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 minimize interest rate cash flow risk exposures on long-term and short term financing. At 31st March, 2022, 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 31st March, 2022	As at 31st March, 2021
Variable rate borrowing	0.00	0.01
Fixed rate borrowings	0.98	1.96
Total borrowings	0.98	1.97
Amount disclosed under short term borrowing	(0.77)	(0.95)
Amount disclosed under borrowings	0.21	1.02

Sensitivity

The following table illustrates the sensitivity of profit and equity to a possible change in interest rates of +/- 1% (31st March, 2022: +/- 1%; 31st March, 2021). 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 31st March, 2022	As at 31st March, 2021
Interest sensitivity		
Interest rates – increase by 100 basis points (100 bps)	(0.00)	(0.0001)
Interest rates – decrease by 100 basis points (100 bps)	0.00	0.0001

* Holding all other variables constant

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

38 CAPITAL MANAGEMENT

The Company aims to manage its capital efficiently

- to ensure the Company's ability to continue as a going concern
- to optimize returns to its shareholders

The Company manages the capital structure through efficient allocation of capital towards expansion of business, optimization of working capital requirements and deployment of surplus funds into various investment options. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or return capital to shareholder.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

a. Debt-equity ratio

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Borrowings	0.98	1.97
Net debt	0.98	1.97
Total equity	536.19	433.87
Net debt to equity ratio (in times)	0.00	0.00

b. Dividends

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
i) Interim dividend		
For the year ended 31st March 2022 ₹ 6 per share and for the year ended 31st March 2021 ₹ 2 per share	23.09	7.69
(ii) Final dividend		
For the year ended 31st March 2021 of ₹ 2.00 per share	7.70	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

39 A Employee benefit obligations (on the basis of Actuarial Valuation)

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 recognized 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 31st March, 2022 is 14 years (31st March, 2021: 14 years)

The amounts recognized 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 31st March, 2022	As at 31st March, 2021
Present value obligation as at the end of the year	17.11	14.22
Fair value of plan assets as at the end of the year	14.07	12.22
Net (liability)/ asset recognized in Balance Sheet (refer note 24)	(3.04)	(2.00)

b. Changes in defined benefit obligation

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Present value obligation as at the start of the year	14.22	13.39
Interest cost	0.97	0.92
Service cost	1.58	1.36
Benefits paid	(1.00)	(1.87)
Actuarial loss/(gain) on total liabilities	1.34	0.42
Present value obligation as at the end of the year	17.11	14.22

c. Amount recognized in the statement of profit and loss

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Service cost	1.58	1.36
Net interest cost	0.14	0.17
Amount recognized in the statement of profit and loss	1.72	1.53

d. Change in the fair value of plan asset :

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Fair value of plan assets as at the start of the year	12.22	10.90
Return on plan assets	0.85	0.70
Contribution	2.00	2.49
Benefits paid	(1.00)	(1.87)
Fair value of plan assets as at the end of the year	14.07	12.22

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

e. Actuarial gain/(loss) on plan asset

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Expected interest income	0.83	0.74
Actual income on plan asset	0.85	0.70
Actuarial gain/(loss) on assets	0.02	(0.04)

f. Other comprehensive income

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Actuarial gain/(loss) on liabilities	(1.35)	(0.42)
Actuarial gain/(loss) on assets	0.02	(0.04)
Unrecognized actuarial gain/(loss) at the end of the year	(1.33)	(0.46)

g. Actuarial Assumption

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Discount rate	7.27%	6.82%
Future salary increase	6.00% p.a	6.00% p.a
Average future service (in years)	27.99 years	27.92 years

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

h. Demographic Assumption

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Retirement age (years)	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2012-14) 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%

i. Sensitivity analysis for gratuity liability

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Impact of the change in discount rate		
Present value of obligation at the end of the year	17.11	14.22
a) Impact due to increase of 0.50%	(0.96)	(0.82)
b) Impact due to decrease of 0.50%	1.05	0.89

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

j. Sensitivity analysis for gratuity liability

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Impact of the change in salary increase		
Present value of obligation at the end of the year	17.11	14.22
a) Impact due to increase of 1.00%	2.16	1.83
b) Impact due to decrease of 1.00%	(1.83)	(1.55)

k. Sensitivity analysis for gratuity liability

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Impact of the change in attrition rate		
Present value of obligation at the end of the year	17.11	14.22
a) Impact due to increase of 1.00%	0.25	0.13
b) Impact due to decrease of 1.00%	(0.29)	(0.15)

l. Maturity profile of defined benefit obligation

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Year 1	1.00	0.99
Year 2	0.66	0.50
Year 3	0.88	0.56
Year 4	0.96	0.74
Year 5	0.96	0.78
After 5th Year	45.34	35.74

Defined contribution plans

The Company make contribution to state governed provident fund scheme, employee state insurance scheme and labour welfare fund scheme, and are considered as defined contribution plans. The contribution under the schemes are recognized 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 leave obligation. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current leave obligations expected to be settled within the next 12 months	0.12	0.11
Non-current leave obligations expected to be settled in future	2.39	2.15

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

Movement in the liability recognized in the balance sheet

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Present value of defined benefit obligation as at the start of the year	2.27	2.19
Current service cost	0.42	0.29
Interest cost	0.15	0.15
Actuarial (gain)/loss on total liabilities	(0.07)	(0.05)
Benefits paid	(0.26)	(0.32)
Present value of defined benefit obligation as at the end of the year (refer note 24)	2.51	2.26

Amount recognized in the statement of profit and loss

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current service cost	0.42	0.29
Interest cost	0.15	0.15
Net actuarial (gain)/loss	(0.07)	(0.05)
Amount recognized in the statement of profit and loss	0.50	0.39

Financial Assumptions

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Discount rate (per annum)	7.27%	6.82%
Salary growth rate (per annum)	6.00%	6.00%

B Employees Stock option plan

The Company during the year has granted 39,000 Stock Options to its eligible employees. The Company in accordance with the Employee Stock Option Plan-2016, vesting period being 1, 2 & 3 years from the date of grant and the exercise period being one year from the date on which the options are eligible for exercise. Holder of each option is eligible for one fully paid equity share of the Company of the face value of ₹ 2 each on payment of ₹ 698 per share, the exercise price. The fair value of option determined on the date of grant is ₹ 922.56 based on Black Scholes methodology. The impact of above for the years are ₹ 3.60 Crores. Accordingly, the provision and disclosure have been considered in the financial statements

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Outstanding options at the beginning of year	1,19,900	1,81,975
Face value of share (₹)	2.00	2.00
No. of options granted during the year	39,000	20,000
Vesting period of option granted during the year (graded)	1, 2 & 3 years	1, 2 & 3 years
Exercise price of option granted during the year (₹)	698.00	511.00
Fair value of the option (₹)	922.56	513.96
No. of options exercised during the year	60,600	79,125
No. of options cancelled during the year	6,100	2,950
Outstanding options at the end of year	92,200	1,19,900

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

40 LEASES

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 for leases previously classified as operating leases were recognized and measured at an amount equal to lease liability (adjusted for any related prepayments/accruals).

The following is the break-up of current and non-current lease liabilities

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Current lease liabilities (refer note 18)	0.01	0.15
Non current lease liabilities (refer note 18)	0.12	0.12
Total	0.13	0.27

The following is the movement in lease liabilities

(₹ in Crores)

Particulars	Amount
Opening balance as at 1st April, 2021	0.27
Addition during the year	0.00
Finance cost accrued during the year	0.01
Deletion during the year	0.00
Payment of lease liabilities	(0.15)
Closing balance as at 31st March, 2022	0.13

41 DISCLOSURES PURSUANT TO IND AS 24 "RELATED PARTY DISCLOSURES"

I. List of related parties

i) Key managerial personnel:

	Designation
Mr. Chander Agarwal	Managing Director
Mr Phool Chand Sharma	Non Executive Director
Mr. D.P. 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. Pabitra Mohan Panda	Chief Operational Officer
Ms. Priyanka	Company Secretary

ii) Enterprises over which KMPs/ relatives of KMPs exercise significant influence

TCI Properties (Guj) – Partnership firm	TCI India Limited
TCI Properties (Delhi) – Partnership firm	TCI Warehousing (MH) – Partnership firm
TCI Developers Limited.	Transport Corporation of India Limited
TCI Properties (West) Limited.	Transystem Logistics International Private Limited
XPS Cargo Services Limited	Bhoruka Charitable Trust
Chander Asset Management Welfare Trust	TCI Foundation (Trust)
Dharmpal & Sons (HUF)	TCI Distribution Centres Limited
Bhoruka Express Consolidated Limited	Bhoruka Finance Corporation of India Limited
Bhoruka International (P) Limited	TCI Exim Private Limited
TCI Charities (Trust)	TCI Express Foundation (Trust)

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

II. Transactions during the year with related parties:
A Enterprises over which KMPs/ relatives of KMPs exercise significant influence

(₹ in Crores)

Nature of transaction	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Income :		
Freight income	2.67	1.88
Rental income	2.48	2.51
Expenditure :		
Rent payment	11.41	11.20
Fuel purchase	0.00	0.01
Shipping expenses	1.32	1.26
Business support service	4.35	3.76
Dividend paid	20.54	5.13
Charity and donation (including CSR expenditure)	1.12	2.25
Project management fees	0.24	0.47

B. Key Managerial Personnel Compensation

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Short employee benefits	10.04	7.13
Post employment benefits	0.22	0.19
Employee stock option	4.35	1.74
Sitting fees and commission to independent directors	0.57	0.53

C. Key Managerial Personnel's Other transaction

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Sale of assets	-	0.08

III. Balance as at the year end :

(₹ in Crores)

Nature of Transaction	Nature of Relation	As at 31st March, 2022	As at 31st March, 2021
Assets:			
Advances/ deposits given		2.17	3.28
Rent receivable		0.17	0.05
Liabilities:			
Remuneration payable :	Managing Director	3.75	3.25
	Non Executive Directors	0.42	0.39
Other payable	Business support service	1.26	1.02

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

42 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.

43 Various parties accounts are subject to confirmation and reconciliation, wherever required.

44 Previous year figures have been regrouped/rearranged wherever considered necessary.

45 ADDITIONAL INFORMATION

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Remittance in Foreign Currency :		
Plant and machinery	20.86	-
Subscription	0.07	-
Business promotion	0.08	-
Air freight payments	2.12	1.65
Dividend payment	1.15	0.20
Total	24.28	1.85
Earning in Foreign Currency :		
Freight income	0.04	0.65
Total	0.04	0.65

46 (NET DEBT)/SURPLUS CASH RECONCILIATION

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Cash and cash equivalents	18.00	27.22
Less: non current borrowings	(0.21)	(1.01)
Less: current borrowings	(0.78)	(0.97)
(Net debt)/surplus cash	17.01	25.24

Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

(₹ in Crores)

Particulars (Net Debt)/ Surplus Cash	Long Term Borrowings	Short Term Borrowings	Cash and Cash Equivalents	Total
as at 1st April, 2021	(1.01)	(0.97)	27.22	25.24
Cash flows:				
Repayment during the year	0.80	0.19	-	0.99
Finance cost recognized	(0.13)	(0.77)	-	(0.90)
Finance cost paid	0.13	0.77	-	0.90
Net cash flow	-	-	(9.22)	(9.22)
(Net debt)/surplus cash as at 31st March, 2022	(0.21)	(0.78)	18.00	17.01

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

47 IMMOVABLE PROPERTIES INVOLVED IN SCHEME OF ARRANGEMENT

Pursuant to Scheme of Arrangement between Transport Corporation of India Limited (TCIL) and TCI Express Limited (TCIEXPRESS) and their respective shareholders, 47 immovable properties are required to be transferred in the name of TCIEXPRESS from TCIL. Out of 47 immovable properties, 29 properties has been transferred in the name of TCIEXPRESS and rest of the immovable properties are in process of transfer.

48 OTHER STATUTORY INFORMATION

(a) Immovable properties in respect of which title deed are pending to change in the name of the Company (refer note 2)

(₹ in Crores)

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Land & Building at Ahemdabad	0.29	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Ranchi	0.20	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Building at Madras	0.09	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Kheda	15.70	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Rajkot	0.70	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Ankleshwar	0.15	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Surat	0.15	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Hazira	0.13	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Bhopal	2.47	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Jabalpur	0.38	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Gwalior	0.80	Transport Corporation of India Ltd	No	1st April 2016	Applications for transfer of titles pending with the Govt. Deptt.
Land & Building at Haridwar	2.40	Transport Corporation of India Ltd	No	1st April 2016	Land and Building are in name of erstwhile company
Land & Building at Patna	1.24	Transport Corporation of India Ltd	No	1st April 2016	Land and Building are in name of erstwhile company
Land & Building at Akola	0.17	Transport Corporation of India Ltd	No	1st April 2016	Land and Building are in name of erstwhile company

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Building at Saki Naka	0.35	Transport Corporation of India Ltd	No	1st April 2016	Building are in name of erstwhile company
Building at Kandiveli	0.15	Transport Corporation of India Ltd	No	1st April 2016	Building are in name of erstwhile company
Land at Bhiwandi	2.28	Transport Corporation of India Ltd	No	1st April 2016	Land are in name of erstwhile company
Land at Bangalore	0.04	Transport Corporation of India Ltd	No	1st April 2016	Land are in name of erstwhile company

(b) Ratios

The following are the analytical ratios for the year ended 31st March, 2022 and 31st March, 2021

(₹ in Crores)

Particulars	Numerator	Denominator	31st March, 2022	31st March, 2021	Variance
Current ratio (in times)	Current assets	Current liabilities	2.93	2.64	11.05%
Debt- equity ratio (in times)	Total debts	Shareholder's equity	0.00	0.00	(22.64%)
Debt service coverage ratio (in times)	Earning available for debt service	Debt service	169.67	149.43	13.54%
Return on equity (in %)	Net profit after taxes	Average shareholder's equity	26.56%	26.09%	1.81%
Trade receivable turnover ratio (in times)	Revenue with taxes	Average trade receivable	7.11	5.94	19.65%
Trade payable turnover ratio (in times)	Purchases of services and other expense	Average trade payable	12.18	10.35	17.68%
Net capital turnover ratio (in times)	Revenue with taxes	Working capital	5.91	5.93	(0.23%)
Net profit ratio (in times)	Net profit	Revenue	11.82	11.81	0.10%
Return on capital employed (ROCE) (in %)	Earning before interest and taxes	Average capital employed	35.11%	34.32%	2.29%
Return on nvestment (ROI) (in %)	Income generated from investment	Time weighted average investments	7.22%	3.93%	83.72% *

* The increase is mainly on account of gain on sale of investment

(c) Transactions with struck off companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

(d) Benami property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)**

(e) Registration of charges or satisfaction with Registrar of Companies

The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(f) Details of crypto currency or virtual currency

The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(g) Utilisation of borrowed funds and share premium

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(h) Compliance with number of layers of companies

The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

(i) Revaluation of PPE

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible asset.

(j) Undisclosed income

There were no previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

The accompanying summary of significant accounting policy and other explanatory notes are an integral part of the financial statements

In terms of our Report of even date

For **R S Agarwala & Co.**

Chartered Accountants

Firm Reg No. 304045E

R S Agarwala

Partner

(Membership No. 005534)

Place: Kolkata

Date: 27th May, 2022

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

D P Agarwal

Chairman

(Gurugram)

Mukti Lal

VP & CFO

(Gurugram)

Chander Agarwal

Managing Director

(Gurugram)

Priyanka

Company Secretary

(Gurugram)

Murali Krishna Chevuturi

Director

(Hyderabad)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that fourteenth (14th) Annual General Meeting ("AGM") of the Members of TCI Express Limited ("the Company") will be held on Wednesday, 03rd August, 2022 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 Statement of the Company, for the financial year ended 31st March, 2022, along with the report of the Board of Director's and Auditor's thereon;
2. To declare dividend of ₹ 2.00 per ordinary Equity share of face value of ₹ 2.00 each, for the financial year ended 31st March, 2022;
3. To appoint a Director in place of Mr. Dharmpal Agarwal (DIN-00084105), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Amendment to the Employee Stock Option Scheme-2016

To consider and if thought fit, to pass the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by any regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s), and based on recommendation of Nomination and Remuneration Committee and the Board of Directors

of the Company (collectively referred to as the "Board"), consent of the Members be and is hereby accorded to amend and rectify the Employees Stock Option Plan-2016 ("ESOP-2016"), as approved by the Members of the Company at their 8th AGM held on 04th November, 2016, and amended with the requirement of SEBI (SBEB & SE) Regulations, as detailed in Explanatory Statement.

RESOLVED FURTHER THAT except for the revision as detailed in Explanatory Statement, all other terms and conditions of the ESOP-2016 and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the ESOP-2016, shall remain unaltered and continue to be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revision in ESOP-2016 or to suspend, withdraw or revive the ESOP-2016, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution, without requiring the Board to secure any further consent or approval of the Members of the Company."

5. To extend the benefits under Employees Stock Option Scheme 2016 to the Employees of Subsidiaries Companies of the Company, if any

To consider and if thought fit, to pass the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof) and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2016 (hereinafter referred to as "ESOP-2016") to the present and future, Employees/Directors of the Subsidiary Company(ies) of the Company, wherever applicable from time to time, subject to such terms and conditions, as set out in the ESOP scheme.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination & Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members of the Company and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to the above said resolution."

6. To extend the benefits under Employees Stock Option Scheme 2016 to the Employees of the Group Company(ies) including Associate Company(ies) of the Company, if any

To consider and if thought fit, to pass the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof) and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2016 (hereinafter referred to as "ESOP-2016") to the present and future, Employees/Directors of the Group Company(ies) including Associate Company(ies) or of a Holding Company, of the Company, if any, subject to such terms and conditions, as set out in the ESOP scheme.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination & Remuneration Committee) be and

is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members of the Company and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to the above said resolution."

7. To approve buyback of Equity shares of the Company

To consider and if thought fit, to pass the following resolution as a Special resolution:

"RESOLVED THAT in accordance with Article 4 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (hereinafter called the "**Act**"), the Companies (Share Capital and Debentures) Rules, 2014, as amended ("**Share Capital Rules**"), Companies (Management and Administration) Rules, 2014, as amended ("**Management Rules**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any statutory modification(s) or re- enactment(s) thereof for the time being in force, to the extent applicable and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (hereinafter called the "**SEBI Buyback Regulations**"), which expression shall include any modification or re- enactment thereof, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities and as may be agreed by the Board of Directors of the Company (the "**Board**"), which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution, consent of the Members of the Company ("**Shareholders**" or "**Members**") be and is hereby granted to buyback fully paid up Equity shares of the Company having a face value of ₹ 2.00 each ("**Equity shares**") from the existing Shareholders (except Promoters, Promoter Group and Persons in Control of the Company) at a price not exceeding ₹ 2,050/- (Rupees Two Thousand and Fifty only) per Equity share ("**Maximum Buyback Price**") and such aggregate amount, not exceeding ₹ 75 Crores (Rupees Seventy Five Crores only) ("**Maximum Buyback Size**"), representing 13.97% of the aggregate of the total paid-

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

up share capital and free reserves as at 31st March, 2022 (the **"Buyback"**). The Maximum Buyback Size does not include transaction costs, namely brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses (**"Transaction Costs"**). The Buyback period shall commence from the date of the passing of the Special resolution, until the last date on which the payment of consideration for the Equity shares bought back by the Company is made (**"Buyback Period"**), in accordance with, and consonance with the provisions contained in the SEBI Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the Listing Regulations.

RESOLVED FURTHER THAT subject to the market price of the Equity shares being equal to or less than the Maximum Buyback Price, the indicative maximum number of Equity shares bought back would be 3,65,853 Equity shares (**"Proposed Buyback Shares"**), comprising approximately 0.95% of the total paid-up Equity share capital of the Company as of 31st March, 2022. If the Equity shares are bought back at a price below the Maximum Buyback Price, the number of Equity shares bought back could exceed the Proposed Buyback Shares, but, will always be subject to the Maximum Buyback Size and will be in compliance with applicable law. The Company shall utilise at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback, i.e. ₹ 37.50 Crores (Rupees Thirty -Seven Crores and Fifty Lakhs only) (**"Minimum Buyback Size"**) representing 6.99% of the aggregate of the total paid up share capital and free reserves of the Company as of 31st March, 2022. Based on the Minimum Buyback Size and Maximum Buyback Price, the Company would purchase a minimum of 1,82, 927 Equity shares.

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves and/or such other source as may be permitted under the SEBI Buyback Regulations or the Act, and the Buyback shall be undertaken through the Open Market operations route, through the Stock Exchange where the Equity shares of the Company are listed, as prescribed under the SEBI Buyback Regulations and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the existing voting rights of the Promoters, Promoter Group and Persons in Control

of the Company would stand increased proportionately, however since the Promoter and Promoter Group are already in control over the Company and thus such further increase in voting rights of the Promoter and Promoter Group, would not result in change in control or management of the Company.

RESOLVED FURTHER THAT the Buyback would be subject to the requirement of maintaining the minimum public shareholding, as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the Company shall make available adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT the Company may create a bank guarantee in favour of the Manager to the Buyback in accordance with the SEBI Buyback Regulations, which together with the cash deposited in the escrow account shall make up the requisite escrow amount under the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the Members who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, non-resident Indians, Members of foreign nationality, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder and also subject to such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India (**"RBI"**) under Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Buyback shall, in any case, close within six (6) months from the date of opening of the Buyback or such other period as may be permitted under the Act or SEBI Buyback Regulations. The Board, in its absolute discretion, may decide to close the Buyback at any time, provided that at least 50% (Fifty percent) of the Maximum Buyback Size is utilized for buying back the Equity shares, by giving appropriate notice of such earlier date of closure of the Buyback and completing all formalities in this regard as per relevant laws and regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any Shareholder to offer and/ or any obligation on the Company or the Board or its Authorised Official/Committee to buyback any shares and/or impair any power of the Company or the Board

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

or authorised officials/the Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s)/Officer(s)/Authorised Representative(s)/Committee of the Company ("**Buyback Committee**") in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback, timeframe for completion of Buyback, and the appointment of merchant bankers, brokers, lawyers, solicitors, representatives, depository participants, escrow agents, advertising agencies and other advisors/consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals, including but not limited to approvals as may be required from the Securities and Exchange Board of India, U.S. Securities Exchange Commission, Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement and all other offer documents with respect to the Buyback with the Registrar of Companies, RBI, Securities and Exchange Board of India, the Stock Exchanges (where the Equity shares of the Company are listed) and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the SEBI Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account, broker trading account as required or desirable in terms of the SEBI Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements,

documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, U.S. Securities Exchange Commission, RBI, Stock Exchanges, Registrar of Companies, Depositories or other authorities or third persons as may be required, desirable or considered expedient for the implementation of the Buyback from time to time.

RESOLVED FURTHER THAT Ms. Priyanka, Company Secretary, be and is hereby appointed as Compliance Officer under the SEBI Buyback Regulations for the implementation of the Buyback.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback and to comply with applicable laws, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Director
TCI Express Limited

Priyanka

Place: Gurugram

Company Secretary

Date: 27th May, 2022

Membership No. 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@tcipress.in

Website: www.tcipress.in

Tel: 91-40-27840104

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

NOTES AND DISCLOSURE:

1. In view of the ongoing Covid-19 pandemic, the Members may note that pursuant to the circular numbers 2/2022 and 21/2021, which is in continuation of circulars issued in previous years with numbers 14/2020, 17/2020, 20/2020, 02/2021, by the Ministry of Corporate Affairs ("MCA") read with the circular issued by the Securities and Exchange Board of India ("SEBI") having numbers SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, and other relevant circulars issued by the MCA and SEBI (collectively referred to as "circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **TCI Express Limited** ("the Company") has decided to hold its 14th AGM through video-conference ("VC") or other audio visual means ("OAVM"). The proceedings of AGM will be deemed to be conducted at the Corporate Office of the Company, which shall be deemed venue of the AGM. The Company has appointed National Securities Depository Limited (NSDL) for facilitating AGM through VC/OAVM means and e-voting for the proposed resolutions.

This AGM has proposed to be convene through VC/OAVM, in compliance with applicable provisions of the Act, the Listing Regulations read with the MCA/SEBI circulars, accordingly physical attendance of the Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members, under Section 105 of the Act will not be available for this 14th AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives, to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

2. In compliance with the above stated MCA and SEBI circulars, Notice of the AGM along with the Annual Report and audited financial statements for the FY 2021-22, is being sent through electronic mode to those Members, whose email addresses are registered with the Company/Depository Participants. The Members may note that the Notice of AGM and Annual Report for the FY 2021-22, will also be available on the Company's website at <https://www.tciexpress.in/annual-reports.aspx?invid=2>, 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 NSDL at www.evoting.nsdl.com (agency for providing remote e-voting facility and AGM participation through VC/OAVM means).

3. Pursuant to Section 152 of the Act, the Company has determined Mr. Dharmpal Agarwal (DIN: 00084105), Non-Executive Director, as retiring by rotation, and being eligible, Mr. Dharmpal Agarwal offers himself for re-appointment. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), are annexed to this Notice.
4. The relevant Explanatory Statement, pursuant to Section 102(1) of the Act, setting out the material facts concerning Special Business in respect of item nos. 4 to 7 is annexed hereto. The Board of Directors have considered to include item nos. 4 to 7 as Special Business in the AGM, as they are unavoidable in nature and placed for Member's approval at this AGM.
5. In Compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), a certificate from the Secretarial Auditor of the Company, certifying the implementation of the Company's "Employee Stock Option Plan-2016" in accordance with the SEBI (SBEB & SE) Regulations, will be made available for inspection by the Members, through electronic mode.
6. All the statutory registers and documents referred in the Notice and Explanatory Statement, will be available for electronic inspection without any fee by the Members, from the date of circulation of this Notice up to the date of AGM. The said documents will also be made available for inspection at the Registered and Corporate Office of the Company, during business hours. The Shareholders can also send their request at designated e-mail at secretarial@tciexpress.in, accordingly, the Company will arrange to make the copy available to the Shareholders.
7. The Company's Registrar and Share Transfer Agent (RTA) for both, physical as well as electronic is "KFin Technologies Limited" (Formerly known as KFin Technologies Private Limited), having its office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
8. The Company has designated an exclusive e-mail at secretarial@tciexpress.in to redress Shareholders' complaints/grievances. In case you have any queries/complaints/grievances, then please write, alternatively request can be submitted to the RTA of the Company at einward.ris@kfintech.com.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

9. The Board of Directors have recommended a final dividend of ₹ 2.00 (Rupees Two only) per ordinary Equity share of face value of ₹ 2.00 each, constituting 100% (Hundred Percent), the said dividend, if approved at this AGM, will be paid to those Members whose names stand registered in the Register of Members (in respect of the shares held in physical form) and to the beneficial holder (in respect of the shares held in electronic form) as per the beneficiary list provided by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL), as on Thursday, 28th July, 2022, subject to deduction of tax at source.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 29th July, 2022 to Wednesday, 03rd August, 2022 (both days inclusive) for the purpose of AGM and determining the eligibility to receive the final dividend for the FY 2021-22.
11. In compliance of the Listing Regulations, the Company has extended facility of electronic credit of dividend payment, directly to the account of respective Shareholders. The final dividend, once approved will be paid electronically through available online transfer modes, to those Members who have updated their bank account details. For Members, who have not updated their bank account details, the Company shall dispatch the dividend warrant/demand draft/cheques to such Member by permitted mode.
12. As you may be aware, in terms of the provisions of the Income Tax Act, 1961, dividend paid or distributed by a Company on or after 01st April, 2020, shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct tax at source (TDS), at the time of payment of dividend. A separate email communication will be sent at the registered email address(s) of the Members, describing about the detailed process on TDS applicability, submission of documents/declarations along with the formats, for claiming nil or lower tax.

Hence, the Shareholders are advised to take note of the said communication and the Income Tax Act, 1961, with regard to applicability of TDS rates and submission of requisite documents.
13. Pursuant to the provisions of Section 124 of the Act, 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

Act. 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. The Company has also uploaded the details of unpaid and unclaimed dividend amounts on its website at www.tciexpress.in.

In view of above, the Members who have not encashed the dividend so far are requested to write to the Company/RTA, accordingly arrangement shall be made to release the unclaimed dividend amount.

14. The Members may note that pursuant to the SEBI circular number SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655 dated 03rd November 2021, the Company has sent individual letters to all the Members, holding shares of the Company in physical form, for furnishing their PAN, KYC and nomination details in form no. ISR-1,ISR-2,ISR-3 and SH-13, respectively. Those Shareholders, who are yet to respond to the Company's request in this regard, are once again requested to take through the forms, as made available on the website of Company and its RTA and submit the same.

The Members holding shares in physical form can provide/update bank details through form no. ISR-1, which contains inter alia details for submission/updation of bank particulars. The Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant. They are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts.

The Shareholders are also requested to update their PAN/link Aadhar. The SEBI has mandated submission of PAN by every participant in securities market. Further the Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank account (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), in the manner as explained in annexed AGM Notice. Alternatively, they can correspond with the RTA/Company, if holding shares in physical mode and with their respective Depository Participant's, if holding shares in demat mode.

15. Pursuant to Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014, the Shareholders are entitled to make nomination in respect of shares held by them. The Members who have not yet registered their nomination are requested to register the same, by submitting form no. SH-13.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in form no. ISR-3 or form no. SH-14, as the case may be.

The said forms can be downloaded from the Company's website at www.tciexpress.in under 'Investor Relation FAQ's' section.

16. The Members may note that, the SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed Companies to issue securities in demat form only, while processing following service requests:
- Issue of duplicate securities certificate;
 - claim from unclaimed suspense account; renewal or exchange of securities certificate;
 - Transmission, transposition, endorsement;
 - Sub-division/Splitting of securities certificate;
 - Consolidation of securities certificates/folios etc.

Accordingly, the Shareholders are requested to make service requests by submitting a duly filled and signed form no. ISR-4, the format of which is available on the website of Company/ RTA. It may be noted that, any service request can be processed after successful submission/updation of Shareholder's KYC. The Members can contact the Company or RTA, for assistance in this regard.

In furtherance of its continuous efforts of simplifying investor's request, the SEBI through its circulars, dated 18th May 2022 and 25th May, 2022, has simplified procedure for transmission and issuance of duplicate share certificates, respectively. The Shareholders are requested to take note of it and abide by the provisions of said circulars, while submitting documents in case of transmission and/or duplicate share certificate requests.

17. The Members are requested to note that, the SEBI has recently, by making amendment in relevant provisions of the Listing Regulations, prohibited listed Companies from accepting request for transfer, transmission or transposition of securities held in physical form. The Shareholders, who continue to hold shares in physical form, will not be able to lodge the shares with Company/ RTA and they will need to convert their holding in demat form compulsorily, if they wish to affect such request.
18. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members, after making requisite changes.

19. The Company has appointed M/s. V K Bajaj & Associates (COP :5827), Company Secretaries, as the Scrutinizer, to scrutinize the entire e-voting process, in accordance with the law and in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of AGM and e-voting thereat, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and prepare for its submission, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.

20. The results declared along with the Scrutinizer's Report shall be placed on the Company's notice board and its website at www.tciexpress.in and on the website of NSDL, within two (2) days of passing of the resolutions at the AGM of the Company. 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.

21. The resolutions will be deemed to be passed on the AGM date i.e. Wednesday 03rd August, 2022.

Thus, Members can attend and participate in the AGM through VC/OAVM. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONIC MEAN

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, MCA/ SEBI circulars and the Secretarial Standard on General Meetings, the Company is providing facility of remote e-voting to its Members in respect of all the business to be transacted at the AGM. For this purpose, the Company has engaged services of NSDL 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 NSDL.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period will begin on **Sunday, 31st July, 2022 at 09:00 A.M (IST) and ends on Tuesday, 02nd August, 2022 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. Thursday, 28th July, 2022, 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 NSDL for voting, thereafter.





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In terms of SEBI circular dated 09th December, 2020 on e-voting facility provided by listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account, maintained with the Depositories and Depository Participants. The Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

Pursuant to above-said SEBI circular, login method for e-voting for Individual Shareholders holding securities in demat mode CDSL/NSDL is given hereunder. The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

a) Login method for e-voting and joining virtual meeting (AGM) for Individual Shareholders holding securities in demat mode

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "login" which is available under "IDeAS" section, this will prompt you to enter your existing user ID and password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Then click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL, for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Please select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number holding with NSDL), password/one time password (OTP) and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site, wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL, for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. The Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>(i) Existing users who have opted for "Easi/Easiest", they can login through their user ID and password. An option will be made available to reach e-voting page without any further authentication. The URL for users to login to "Easi/Easiest" are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on "New System Myeasi".</p> <p>(ii) After successful login of "Easi/Easiest" the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(iv) Alternatively, the user can directly access e-voting page by providing demat account number and permanent account number (PAN) from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account, through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL, for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: The Members who are unable to retrieve user ID/ password are advised to use forget user ID and forget password option, available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	The Members facing any technical issue in login can contact NSDL helpdesk, by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	The Members facing any technical issue in login can contact CDSL helpdesk, by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

b) Login method for e-voting and joining virtual meeting (AGM) for Shareholders other than Individual Shareholders, holding securities in demat mode and Shareholders holding securities in physical mode

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon **"login"** which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your user ID, password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

4. Your user ID details are given below :

Manner of holding shares i.e. demat (NSDL or CDSL) or physical	Your user ID is
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in physical form.	EVEN Number followed by folio number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email address. Please trace the email sent to you from NSDL, from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open

the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number, for shares held in physical form. The .pdf file contains your 'user ID' and your 'initial password'.

- If your email address is not registered, please follow steps mentioned under section titled as **"process for those Shareholders whose email ids are not registered"**.
6. If you are unable to retrieve or have not received the " initial password" or have forgotten your password:
- Click on ["forgot user details/password?"](#) (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [Physical user reset password?"](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN/AADHAR, your name and your registered address etc.
 - The Members can also use the OTP based login, for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on agree to "terms and conditions" by selecting on the check box.
8. Now, you will have to click on **"login"** button.
9. After you click on the **"login"** button, home page of e-voting will open.

Step 2: Cast your vote electronically and meeting (AGM) on NSDL e-voting system

How to cast your vote electronically and join AGM on NSDL e-voting system?

- After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and AGM is in active status.
- Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting

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your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link, placed under **"Join meeting"**.

3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "submit" and also "confirm" when prompted.
5. Upon confirmation, the message "vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote or caste vote again.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The voting rights of the Shareholders shall be in proportion to their share in the paid-up Equity share capital of the Company, as on the cut-off date, being Thursday, 28th July, 2022.
3. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
4. The Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If any votes are cast by the Shareholders through the e-voting facility available, during the AGM and if the same Shareholders have not participated in the meeting 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.
5. 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. Thursday, 28th July, 2022, such Member may obtain the user ID and password by sending a request at evoting@nsdl.co.in or secretarial@tciexpress.in. However, if a Member is already registered with NSDL/CDSL for e-voting, then existing user ID and password can be used for casting vote. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
6. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM, shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Member will be provided with a facility to attend the AGM through VC/OAVM, through the NSDL e-voting system. The Members may access by following the steps mentioned above for **"Access to NSDL e-voting system"**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join meeting menu. The link for VC/OAVM will be available in Shareholder/Member login, where the EVEN of Company will be displayed. Please note that the Members who do not have the user ID and password for e-voting or have forgotten the user ID and password, may retrieve the same by following the remote e-voting instructions, mentioned in the Notice to avoid last minute rush.
2. 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, by following the procedure mentioned in the Notice, and facility for joining shall be kept open till the expiry of fifteen (15) minutes, after the scheduled time to start the AGM. 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.
3. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. The Members are encouraged to join the AGM through laptops for better experience.
5. Further, the Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
6. Please note that participants/Shareholders connecting from mobile devices or tablets or through laptop

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- 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.
7. The Shareholders seeking any information or wish to express their views/ask questions with regard to the accounts/ reports or any matter to be placed at the AGM, may send their queries in advance by email at secretarial@tcipress.in at least five (5) days, prior to the date of AGM. These queries will be replied by the Company suitably.
 8. All the Shareholders including Corporate/Institutional Members are encouraged to attend and vote at the AGM, to be held through VC/OAVM. The Corporate/ Institutional Members intending to participate in the AGM, pursuant to Section 113 of Act, are requested to send to the Company's scrutinizer, by e-mail to vasanth@vkbajajassociates.com, with a copy marked to evoting@nsdl.co.in, a certified copy of the relevant Board resolution/authority letter with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, authorizing them to attend the AGM. Alternatively, they can upload their Board resolution/power of attorney/authority letter etc., by clicking on "upload Board resolution/ authority letter" displayed under "e-voting" tab in their login.
 9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names, will be entitled to vote.
 10. Please make endeavour to update your email and mobile number with your respective Depository Participants, which is mandatory while e-voting and joining virtual AGM/meetings through Depository.
 11. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. The login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "forgot user details/password?" or "physical user reset password?" option available on www.evoting.nsdl.com to reset the password.
 12. In case of any queries, you may refer the frequently asked questions (FAQs) for Shareholders and e-voting user manual for the Shareholders, available at the download section of hyperlink "<http://www.evoting.nsdl.com>" or call on toll free no.: 1800 1020 990 and 1800 22 44 30. For seeking any clarification or assistance with regard to e-voting and voting/attendance at AGM through VC/OAVM means, the Shareholders may address to Ms. Sarita Mote, Assistant Manager at National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 022-24994545 or contact at - 022 2499 4890 or can correspondence by sending email at evoting@nsdl.co.in, or can connect through toll free no(s): 1800 1020 990 and 1800 22 44.
 13. All possible efforts have been made by the Company to enable Members for participation and e-voting on the items, being considered in the AGM.
- PROCESS FOR SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**
- I. **For Physical Shareholders**-Please provide necessary details like folio number, name, complete address of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR or document in support of address proof by email to the RTA at rajeev.kr@kfintech.com or to the Company at secretarial@tcipress.in.
 - II. **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, along with self-attested scanned copy of PAN card and AADHAR, to your respective Depository Participants, alternatively, mail to the RTA at rajeev.kr@kfintech.com or to the Company at secretarial@tcipress.in. If you are an Individual Shareholders, holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (a) i.e. login method for e-voting and joining virtual meeting (AGM) for Individual Shareholders, holding securities in demat mode.**
 - III. Alternatively, the Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting, by providing above mentioned documents.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meeting and Regulation 36(3) of the Listing Regulations, sets out all relevant facts relating to item no. 4 to 7 of the accompanying Notice:

Item No: 4, 5 and 6

The Company acknowledges that its growth is attributing to the efforts and contributions made by its Employees and they should be rewarded for their continuous hard work, dedication and support, which has led the Company on the growth path. As a gesture aligned to this objective, the Company had implemented an Employee Stock Option Plan-2016 ("ESOSP-2016" or "Scheme"), with a view to attract, retain, incentivize and motivate its eligible Employees and Employees of its Subsidiaries, if any. This Scheme was duly approved by the Shareholders of the Company at their 8th AGM held on Friday, 04th November, 2016, accordingly based on approval, the Company was granting Employee Stock Options ("Options") to its Employees from time to time.

It may be noted that the Securities and Exchange Board of India (SEBI) has notified the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"] by repealing and merging the SEBI (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002 (collectively referred to as "erstwhile Regulations"), with appropriate modifications. The SEBI (SBEB & SE) Regulations, have come into force from 13th August, 2021. Thus, it was thought expedient to amend the ESOP-2016, with a view to align and comply with the requirements of the SEBI (SBEB & SE) Regulations.

Further, in terms of Regulation 6 of the SEBI (SBEB & SE) Regulations, approval of the Members by way of separate Special resolution is also required, for granting Options to the Employees of Subsidiary Companies/ Group Companies (including Associate Companies), if any.

In view of the above and based on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 27th May, 2022, approved the above-said proposals and recommended to the Members for its subsequent approval. The terms of ESOP-2016 (except stated below) shall remain the same as per previous resolutions approved by the Shareholders, on 04th November, 2016. The details of revision in the Scheme is provided below, in terms of SEBI (SBEB & SE) Regulations:

S. no	Existing Provision	Proposed Provision
1.	Not defined	"Associate Company" shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2.	Not defined	"Beneficiary or Nominee or Legal Heir" means the person or persons, designated by the Option grantee, or in the absence of any designation by the Option grantee, a person or persons who is/are entitled by the will or probate of the Option grantee to receive the benefits specified in the Plan, the legal heirs of the Option grantee, if the Option grantee dies intestate and includes the Option grantee's executors or administrator, if no other beneficiary is designated and able to act under the circumstances and such other persons as may be added from time to time to the class of beneficiaries by notice in writing and by the nomination form in the exercise of any powers conferred under the Plan or any other agreements forming part thereof.
3.	Not defined	"Control" shall have the same meaning as defined under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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S. no	Existing Provision	Proposed Provision
4.	Not defined	"Director" shall have the same meaning as defined under the Companies Act, 2013.
5.	"Employee" means- (i) A permanent Employee of the Company, who has been working in India or outside India; or (ii) A Director of the Company, whether a Whole time Director or not but excluding an Independent Director; or (iii) An Employee as defined in clause (i) or (ii) of a Subsidiary, in India or outside India, or of a Holding Company of the Company, but does not include: a) An Employee who is a Promoter or a person, belonging to the Promoter Group; or b) A Director who either himself or through his relative or through any- body corporate, directly or indirectly, holds more than ten percent of the outstanding Equity shares of the Company.	"Employee" means- (i) An Employee as designated by the Company, who has been working in India or outside India; or (ii) A Director of the Company, whether a Whole time Director or not including a Non-Executive Director, who is not a Promoter or Member of the Promoter Group but excluding an Independent Director; or (iii) An Employee as defined in clause (i) or (ii) of a Group Company, including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include: a) An Employee who is a Promoter or a person, belonging to the Promoter Group; or b) A Director who either himself or through his relative or through any-body corporate, directly or indirectly, holds more than ten percent of the outstanding Equity shares of the Company.
6.	"Grant Date" means the date of meeting on which the Options are granted to an Employee by the Nomination and Remuneration Committee under the Plan.	"Grant Date" means the date on which the Nomination and Remuneration Committee approves the grant. Explanation- For accounting purposes, the grant date will be determined in accordance with applicable accounting standards;
7.	Not defined	"Group" means two or more Companies which, directly or indirectly, are in a position to: (i) Exercise twenty-six per cent or more of the voting rights in the other Company; or (ii) Appoint more than fifty per cent of the Members of the Board of Directors in the other Company; or (iii) Control the management or affairs of the other Company.
8.	Not defined	"Independent Director" shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
9.	Not defined	"Permanent Incapacity" means any incapacity of whatsoever nature, be it physical, mental or otherwise, which incapacitates or prevents or handicaps an Employee, from performing any specific job, work or task which the said Employee was capable of performing, immediately before such disablement, as determined by the Nomination & Remuneration Committee, in compliance of applicable laws.
10.	Not defined	"Promoter" and "Promoter Group" shall have the same meaning as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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S. no	Existing Provision	Proposed Provision
11.	Not defined	"Subsidiary Company" shall have the same meaning as defined under the Companies Act, 2013.
12.	In the event of death of an Employee, while in employment with the Company, all the Options granted to him till such date shall vest in the beneficiary of the deceased Employee on that day. All the unvested Options granted to the Employee shall continue to vest in beneficiary of the deceased Employee, notwithstanding the condition of continued employment but subject to all other conditions pursuant to Plan or any other condition specifically waived by the Committee (such as performance condition, etc.). The beneficiary of the deceased Employee can Exercise all the vested Options during the exercise period. Any vested Options not exercised within this aforesaid period, shall automatically lapse at the end of the aforesaid period and the contract referred to in clause shall stand automatically terminated without any liability to the employing entity/ Company.	In the event of death of an Employee, while in employment with the Company, all the Options granted to him till his death shall vest with effect from the date of his death, in the beneficiary or legal heirs or nominees of the deceased Employee.
13.	In the event of Permanent Disability of an Employee, all the Options granted to him till such date of permanent incapacitation and lying unexercised shall vest in him on that day. The Employee can Exercise all the vested Options during the exercise period. Any vested Options not exercised within this aforesaid period, shall automatically lapse at the end of the aforesaid period and the contract referred to in clause shall stand automatically terminated without any liability to the employing entity/ Company.	In the event of Permanent Disability of an Employee, while in employment with the Company, all the Options granted to him, till such date of permanent incapacitation and lying unvested or/and unexercised shall vest in him on the day of incapacitation. The Employee can exercise all the vested Options time to time, in accordance of the Plan.
14.	In the event of Termination of the employment, due to misconduct of an Employee, all Options granted shall stand terminated, with immediate effect unless otherwise determined by the Committee, whose determination will be final and binding. The Committee, at its sole discretion shall decide the date of termination of a Grantee, and such decision shall be binding on all concerned.	In the event of Termination of the employment, due to misconduct of an Employee or otherwise, all Options granted shall stand cancelled, with effect from the date of such termination, unless otherwise determined by the Committee, whose determination will be final and binding. The Committee, at its sole discretion shall decide the date of termination of a Grantee, and such decision shall be binding on all concerned.
15.	Each Employee under the Plan may nominate, from time to time, any beneficiary or beneficiaries, to whom any benefit under the Plan is to be delivered in case of his or her death, before he receives all of such benefit. Each such nomination shall revoke all prior nominations by the same Employee, shall be in a form prescribed by the Company and will be effective only when filed by the Employee in writing with the Company, during the Employee's lifetime.	Each Employee under the Plan, at the time of Grant shall designate nominee(s), in the manner as may be prescribed by the Company time to time, to whom any benefit under the Plan is to be delivered in case of his or her death. The Grantee may nominate fresh beneficiary, such fresh nomination shall revoke all prior nominations.

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S. no	Existing Provision	Proposed Provision
16.	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 Committee.	Vesting period shall commence after One (1) year, from the date of grant of Options and may extend upto three (3) years from the date of grant in the following manner: a) 30% of entitlement-At the end of 1 st year b) 30% of entitlement At the end of 2 nd year c) 40% of entitlement At the end of 3 rd year
17.	The aggregate exercise price shall be paid in full upon the exercise of the vested Options by a cheque or demand draft drawn or other mode on the name of "TCI Express Limited."	The aggregate exercise price shall be paid in full upon the exercise of the vested Options by a cheque or demand draft drawn on the name of "TCI Express Limited" or such other offline or online banking channel, as may be accepted by the Company, from time to time.

Rationale for amendment in ESOP-2016

- The amendments are proposed to be undertaken in order to comply with the SEBI (SBEB & SE) Regulations and make corresponding changes in the ESOP Scheme. inter alia to extend the benefits of ESOP-2016 to the present and future Employees of the Company, Subsidiaries and Group Companies including Associate Company (ies) of the Company, if any, and their Director(s), whether Whole-time Director or not including Non-Executive Director(s), but excluding Independent Directors;
- The beneficiaries of the proposed variation are all existing Options grantees and such other Option grantees to whom, Options may be granted in the future under ESOP 2016;
- The proposed scheme also contains certain editorial changes;
- The proposed amendments are not detrimental to the interest of the current grantees of the Company.

Details pursuant to Part C of Schedule-I of the SEBI (SBEB & SE) Regulations

The disclosures made under Explanatory Statement of Notice, dated 04th November, 2016, shall remain in force, except for following:

- Identification of classes of Employees entitled to participate and be beneficiaries in the scheme(s)**
 - An Employee as designated by the Company, who has been working in India or outside India; or
 - A Director of the Company, whether a Whole time Director or not including a Non-Executive Director, who is not a Promoter or Member of the Promoter Group but excluding an independent Director; or

- An Employee as defined under above clause (i) or (ii) of a Group Company, including Subsidiary or its Associate Company, in India or outside India, or of a Holding Companies of the Company, but does not include:
 - An Employee who is a Promoter or a person, belonging to the Promoter Group; or
 - A Director who either himself or through his relative or through any-body corporate, directly or indirectly, holds more than ten percent of the outstanding Equity shares of the Company.

2) Requirement of vesting and period of vesting

The Options granted under ESOP-2016 shall vest based upon the performance of the Employee, subject to completion of minimum one (1) year, from the date of grant and will take place over a period of three (3) years, from the date of grant, and can vary for different set of Employees in the Company, as may be decided by the Nomination and Remuneration Committee.

3) Maximum period within which the Options shall be vested

All the Options will get vested within maximum period of three (3) years, from the date of grant.

The draft of the ESOP-2016 with the proposed amendments will be made available to the Shareholders for inspection, through electronic mode.

None of Directors/Key Managerial Personnel and/ or their relatives are concerned or interested in the resolution set out at item no. 4, 5 and 6 of the Notice, except to the extent of the stock Options that may be granted to them under ESOP-2016.

The Board of Directors of the Company recommends the Special resolutions, as set out at item no. 4, 5 and 6 of the accompanying AGM Notice, for your approval.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Item No: 7

The Board of Directors of the Company, at its meeting held on 27th May, 2022 ("**Board Meeting**") has, subject to the approval of the Members of the Company by way of Special resolution and subject to such approvals from regulatory and/or statutory authorities, as may be required under applicable laws, approved Buyback of fully paid-up Equity shares of face value of ₹ 2.00 (Rupees Two) each ("**Equity shares**"), by way of 'Open Market' purchases in accordance with the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, ("**SEBI Buyback Regulations**"), as amended from time to time, at a price not exceeding ₹ 2,050/- (Rupees Two Thousand and Fifty only) per Equity share ("**Maximum Buyback Price**"), for an aggregate amount of not exceeding ₹ 75 Crores (Rupees Seventy Five Crores only) ("**Maximum Buyback Size**" and such buyback is defined hereafter as "**Buyback**"). The Maximum Buyback Size does not include transaction costs, namely brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses ("**Transaction Costs**"). Subject to the market price of the Equity shares, being equal to or less than the Maximum Buyback Price, the indicative maximum number of Equity shares bought back would be 3,65,853 Equity shares ("**Proposed Buyback Shares**"), comprising approximately 0.95% of the total paid-up Equity share capital of the Company as of 31st March, 2022. The Buyback period shall commence from the date of the passing of the Special resolution, until the last date on which the payment of consideration for the Equity shares bought back by the Company is made ("**Buyback Period**").

The Maximum Buyback size constitutes 13.97% of the aggregate of fully paid-up share capital and free reserves as on 31st March, 2022, which is within the prescribed limit of 15% of the aggregate paid-up share capital and free reserves of the Company, as per Regulation 4 of the SEBI Buyback Regulations and represents 0.95% of the total issued and paid-up Equity share capital of the Company.

Since the Buyback is more than 10% of the total paid-up Equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5 of

the SEBI Buyback Regulations, it is necessary to obtain the approval of the Members of the Company, for the Buyback, by way of a Special resolution. Accordingly, approval of the Shareholders is sought by way of a Special resolution at item no. 7 of this Notice. Certain figures contained in this Notice have been subject to rounding-off adjustments.

Requisite details relating to the Buyback are given below:

1) Date of the Board Meeting at which, the proposal for buyback was approved by the Board of Directors of the Company

The proposal for buyback was approved at the Board Meeting held on 27th May, 2022.

2) The objective of buyback is:

- a) The Buyback will help the Company to return surplus cash to its Members;
- b) The Buyback is generally expected to improve return on Equity through distribution of cash and improve earnings per share, by reduction in the Equity base, thereby leading to long term increase in Members' value;
- c) The Buyback gives an option to the Shareholders, holding Equity shares of the Company to, either (i) participate or receive cash payments in lieu of Equity shares to be accepted under the Buyback, or (ii) not participate and enjoy a resultant increase in their percentage shareholding in the Company, after the Buyback, without any additional investment.

3) Maximum amount required under the Buyback and its percentage of the total paid-up capital and free reserves

The maximum amount of funds required for the Buyback will not exceed ₹ 75 Crores (Rupees Seventy Five Crores only), being 13.97 % of the aggregate of the total paid-up share capital and free reserves of the Company, which is less than 15% of the aggregate of the total paid-up share capital and free reserves as at 31st March, 2022 (The Maximum Buyback Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses ("**Transaction Costs**"). Borrowed funds from banks and financial Institutions, if any, will not be used for the Buyback.

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4) **Class of shares, number of shares intended to be purchased, maximum price per share, source of funds and basis of determining the price**

Subject to the market price of the Equity shares, being equal to the Maximum Buyback Price, the indicative maximum number of Equity shares bought back would be 3,65,853 Equity shares of face value ₹ 2.00 each, comprising approximately 0.95% of the paid-up capital of the Company, as of 27th May, 2022. If the Equity shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity shares bought back could exceed the Proposed Buyback shares, but will always be subject to the Maximum Buyback Size. The Company shall utilize at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback, i.e. ₹ 37.50 Crores (Rupees Thirty Seven Crores and Fifty Lakhs only) i.e. Minimum Buyback Size. Based on the Minimum Buyback Size and Maximum Buyback Price, the Company would purchase a minimum of 1,82,927 Equity shares. In the event of non-fulfilment of the obligations under the SEBI Buyback Regulations by the Company, the monies deposited in the escrow account, to the extent of 2.5% (two and a half percent) of the Maximum Buyback Size, may be forfeited as per the terms of Regulation 20 of the SEBI Buyback Regulations, as applicable, and the amount forfeited shall be deposited in the Investor Protection and Education Fund of SEBI.

Basis of determining the price of the Buyback:

The Equity shares of the Company are proposed to be bought back at a price not exceeding ₹ 2,050/- (Rupees Two Thousand and Fifty only) per share. The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity shares on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), where the Equity shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.

The Offer Price represents:

- (i) Premium of 17.50% and 14.37% over the closing price of the Equity shares on BSE and on NSE, respectively, during the three months preceding 24th May, 2022, being the date on which Company intimated the Stock Exchanges, its intention to consider the proposal for buyback of shares at the Board Meeting held on 27th May, 2022;
- (ii) Premium of 32.41% and 29.51% over the closing price of the Equity shares on BSE and on NSE,

respectively, during the two week preceding the intimation date;

- (iii) Premium of 26.84% and 26.39% over the closing price of the Equity shares on BSE and on NSE, respectively, as on 24th May, 2022, being the date on which Company intimated the Stock Exchanges, its intention to consider the proposal for buyback of shares at the Board Meeting held on 27th May, 2022.

The Company confirms that consequent to the Buyback, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice of the paid-up share capital and free reserves, after the Buyback.

The Members are advised that the Buyback of the Equity shares will be carried out through the Indian Stock Exchanges, where the Equity shares of the Company are listed, by the Company, in its sole discretion, based on, among other things, the prevailing market prices of the Equity shares, which may be below the Maximum Buyback Price of ₹ 2,050/- (Rupees Two Thousand and Fifty only), per Equity share.

The quantum of daily purchases by the Company, during the Buyback Period may vary from day to day. As permitted by the SEBI Buyback Regulations, the Buyback will be carried out over a maximum period of six (6) months, and the prevailing market price during the voting period for the Members' resolution for the Buyback may not have a bearing on the outcome of the Buyback.

Source of funds:

The funds for the implementation of the proposed Buyback will be sourced out of free reserves or such other source as may be permitted by the SEBI Buyback Regulations or the Act. Borrowed funds from banks and financial Institutions, if any, will not be used for the Buyback.

5) **Method adopted for Buyback**

In terms of Regulation 40(1) of the Listing Regulations, requests for effecting transfer, transmission and transposition of securities shall not be processed, unless the securities are held in dematerialized form with a Depository. Accordingly, the Buyback is open to beneficial owners holding Equity shares in dematerialized form ("**demat Shares**").

The Buyback will be implemented by the Company by way of open market purchases, through the Stock Exchanges, by the order matching mechanism, except "all or none" order matching system, as provided under

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

the SEBI Buyback Regulations. The Promoters, Promoter Group, and the Persons in Control of the Company shall not participate in the Buyback. Further, as required under the SEBI Buyback Regulations, the Company will not buy back Equity shares which are locked-in or non-transferable, until the pendency of such lock-in or until the time such Equity shares become transferable, as applicable. In relation to the Buyback of demat Shares, the execution of the order, issuance of contract note and delivery of the stock to the Member and receipt of payment would be carried out by the broker, appointed by the Company, in accordance with the requirements of the Stock Exchanges and SEBI.

Detailed instructions for participation in the Buyback along with the relevant timetable will be included in the public announcement, which will be published in the newspapers in accordance with the SEBI Buyback Regulations.

6) Time limit for completion of Buyback

The Buyback, subject to regulatory consents and approvals, if any, is proposed to be completed within a period of one (1) year, from the date of the Special resolution approving the Buyback.

7) Compliance with Section 68(2)(c) of the Act and Regulation 4 of the SEBI Buyback Regulations

In terms of the provisions of the SEBI Buyback Regulations, the offer for Buyback under open market route cannot be made for 15% or more of the total paid-up Equity capital and free reserves of the Company, based on standalone financial statements of the Company. The maximum amount of funds required for the Buyback will not exceed ₹ 75 Crores (Rupees Seventy Crores only), being 13.97% of the aggregate of the total paid-up share capital and free reserves, as on 31st March, 2022, which is less than 15% of the aggregate of the total paid-up share capital and free reserves, as at 31st March, 2022 and accordingly, the Company will comply with Section 68(2)(c) of the Act and Regulation 4 of the SEBI Buyback Regulations.

8) Details of shareholding

(a) The aggregate shareholding of the Promoter and the Promoter Group of the Company, the Directors of Companies, which are part of the Promoter and Promoter Group, Directors and Key Managerial Personnel of the Company, as on the date of the Board Meeting and the date of this AGM Notice, i.e. 27th May, 2022, are as under:

(i) The aggregate shareholding of the Promoter and Promoter Group and persons who are in control as on the Board Meeting Date and the date of this AGM Notice, i.e., 27th May, 2022, are as follows:

S.no	Name of the Shareholder	Category	Nos. of Equity shares held	% of Shareholding
1.	Dharmpal Agarwal-HUF	Promoter Group	10,19,878	2.65
2.	Vineet And Sons-HUF	Promoter Group	10,382	0.03
3.	Mr. Vineet Agarwal	Promoter	9,93,497	2.58
4.	Mr. Dharmpal Agarwal	Promoter	4,19,314	1.09
5.	Mr. Chander Agarwal	Promoter	9,17,131	2.38
6.	Mrs. Priyanka Agarwal	Promoter Group	9,72,604	2.53
7.	Mrs. Urmila Agarwal	Promoter Group	9,25,295	2.40
8.	Mrs. Chandrima Agarwal	Promoter Group	3,70,528	0.96
9.	Mr. Vihaan Agarwal	Promoter Group	1,72,166	0.45
10.	Mr. Nav Agarwal	Promoter Group	1,69,083	0.44
11.	Chander And Sons-HUF	Promoter Group	0.00	0.00
12.	TCI Exim Private Limited	Promoter Group	1,56,572	0.41
13.	Bhoruka Express Consolidated Limited	Promoter Group	1,70,58,233	44.31
14.	Dharmpal Agarwal - TCI Trading	Promoter Group	24,87,497	6.46
Total			2,56,72,180	66.69

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

(ii) Shareholding of Directors and Key Managerial Personnel:

S.no	Name of the Shareholder	Designation	Nos. of Equity shares held	% of Shareholding
1.	Mr. Dharmpal Agarwal	Chairman and Non-Executive Director	4,19,314	1.09
2.	Mr. Vineet Agarwal	Non-Executive Director	9,93,497	2.58
3.	Mr. Chander Agarwal	Managing Director	9,17,131	2.38
4.	Mr. Phool Chand Sharma	Non-Executive Director	56,402	0.15
5.	Mr. Ashok Kumar Ladha	Independent Director	-	-
6.	Mrs. Taruna Singhi	Independent Director	-	-
7.	Mr. Murali Krishna Chevuturi	Independent Director	-	-
8.	Mr. Prashant Jain	Independent Director	-	-
9.	Mr. Mukti Lal	Chief Financial Officer	14,000	0.04
10.	Mr. Pabitra Mohan Panda	Chief Operating Officer	5,026	0.01
11.	Ms. Priyanka	Company Secretary & Compliance Officer	-	-
Total			24,05,370	6.25

Note: Except as stated above, none of the Directors or Key Managerial Personnel, holds any Equity shares in the Company.

(b) The aggregate number of Equity shares purchased or sold by person mentioned in (a) above, during the period of six (6) months preceding the date of the meeting of the Board of Directors at which the Buyback was approved and till the date of this AGM Notice i.e. 27th May, 2022:

No Equity Shares of the Company have been purchased or sold by any Promoter / Promoter Group, Directors and Key Managerial Personnel of the Company, during the six (6) months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this AGM, except for the following transactions:

S. no	Name and category of the Shareholder	Number of Equity shares	Nature of Transaction	Date of Transaction	*Price per Equity shares
1.	Mr. Phool Chand Sharma (Non-Executive Director)	461	Market Sell	04.03.2022	1719.00
2.	Mr. Mukti Lal (Chief Financial Officer)	700	Market Sell	01.12.2021	2298.57
		300	Market Sell	02.12.2021	2350.00
		200	Market Sell	23.12.2021	2555.00
		1,500	Acquisition-ESOP	11.03.2022	509.00
3.	Mr. Pabitra Mohan Panda (Chief Operating Officer)	300	Market Sell	09.12.2021	2293.97
		300	Market Sell	04.03.2022	1700.86
		750	Acquisition-ESOP	11.03.2022	509.00

*The price per equity share is the market price on which the equity shares were sold and with regard to ESOP acquisitions, exercise price of ESOP, alone has been considered.

(c) The maximum and minimum price at which purchases and sales referred to in (b) above were made along with the relevant dates: Please refer to the table set out in 8(b) above.

9) Intention of the Promoters, Promoter Group and Persons in Control of the Company to tender their Equity shares in the Buyback

In terms of Regulation 16(ii) of the Buyback Regulations, the Buyback is not extended to the Promoters, Promoter Group and Persons in Control of the Company.

10) Defaults

The Company confirms that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any Shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

11) Confirmations from the Company

- (a) All the Equity shares for Buyback are fully paid-up;
- (b) The Company, as per provisions of Section 68(8) of the Act, shall not make further issue of the same kind of Equity shares, within a period of six (6) months, after the completion of the Buyback, except by way of bonus shares or Equity shares issued to discharge subsisting obligations, such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- (c) The Company shall not raise further capital for a period of one (1) year, from the expiry of the Buyback Period, except in discharge of subsisting obligations;
- (d) The Special resolution approving the Buyback will be valid for a maximum period of one (1) year, from the date of passing of the said Special resolution (or such extended period as may be permitted under the Act or the Buyback Regulations or by the appropriate authorities). The exact timetable for the Buyback shall be decided by the Board (or its duly constituted Committee), in accordance with applicable laws within the above time limits;
- (e) The Equity shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- (f) The Company shall not issue and allot any Equity shares or other specified securities, including by way of bonus, till the date of expiry of buyback period;
- (g) The Company shall not buy back locked-in Equity shares and non-transferable Equity shares till the pendency of the lock-in or till the Equity shares become transferable;
- (h) The Company shall not buy back its Equity shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (i) That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- (j) That funds borrowed from banks and financial institutions will not be used for the Buyback;
- (k) The aggregate amount of the Buyback i.e. ₹ 75 Crores (Rupees Seventy Five Crores only) does not exceed 15% of the total paid-up capital and free reserves of the Company, as on 31st March, 2022, on a standalone basis;
- (l) The indicative maximum number of Equity shares at the Maximum Buyback Price and the Maximum Buyback Size bought back would be 3,65,853 Equity shares, comprising approximately 0.95% of the total paid-up Equity share capital of the Company as of 31st March, 2022. If the Equity shares are bought back at a price below the Maximum Buyback Price, the number of Equity shares bought back could exceed the proposed Buyback shares, but, will always be subject to the Maximum Buyback Size;
- (m) The maximum number of Equity shares proposed to be purchased under the Buyback, does not exceed 25% of the total number of Equity shares in the paid-up Equity share capital, as per the latest audited standalone balance sheet as on 31st March, 2022;
- (n) The Company shall not make any offer of buyback within a period of one (1) year, reckoned from the date of expiry of the Buyback Period and the Company has not undertaken a buyback of any of its securities during the period of one (1) year, immediately preceding the date of the Board Meeting approving the Buyback;
- (o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- (p) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up share capital and free reserves after the Buyback;
- (q) The Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any Shareholder, or repayment of any term loan or interest payable thereon, to any financial institution or banking Company;
- (r) The Buyback shall be completed within a period of one (1) year, from the date of passing of Special resolution;
- (s) the Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made, except where any event or restriction may render Company unable to effect Buyback;
- (t) The Company is not undertaking the Buyback to delist its Equity shares or any other specified securities from the Stock Exchanges;

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

- (u) The consideration of Equity shares bought back by the Company will be paid only by way of cash;
- (v) The Company will not directly or indirectly, purchase its own Equity shares or other specified securities;
 - (i) Through any Subsidiary Company including its own Subsidiary Companies; or
 - (ii) Through any Investment Company or Group of Investment Companies;
- (w) The Company will submit the information regarding the Equity shares bought back by the Company to BSE and NSE, where the Equity shares of the Company are listed on a daily basis, in accordance with the Buyback Regulations and in such form as may be prescribed by SEBI, so as to enable them to upload the same on their website immediately. The Company will also upload the information, regarding the Equity shares bought back on its website on a daily basis; and
- (x) The Buyback shall be implemented by the Company by way of open market purchases through BSE and NSE, through order matching mechanism, except "all or none" order matching system, in accordance with the Buyback Regulations.

12) Confirmation from the Board

The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and the Board has formed an opinion that:

- (a) Immediately following the date of the Board Meeting i.e. 27th May, 2022 and the date of passing of the resolution of the Members of the Company, approving Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- (b) As regards the Company's prospects for the year, immediately following date of the Board Meeting i.e. 27th May, 2022 as well as the year, immediately following the date of passing of the Members' resolution approving the Buyback, and having regard to Board's intentions with respect to the management of the Company's business, during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one (1) year from the date of the Board Meeting approving the Buyback as also from the date of the Members' resolution; and

- (c) In forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Act or Insolvency and Bankruptcy Code, 2016 (IBC).

13) Independent Auditor's Report addressed to the Board of Directors by the Company's Auditors, on permissible capital payment and opinion formed by Directors regarding insolvency

The text of the Independent Auditor's Report dated 27th May, 2022, received from M/s. R. S. Agarwala & Co, the statutory auditors of the Company, addressed to the Board of Directors is reproduced below:

To,

The Board of Directors

TCI Express Limited

Flat Nos 306 & 307 1-8-273,

Ashoka Bhoopal Chambers,

Third Floor, S.P Road,

Secunderabad, Telangana, 500003

1. This Independent Auditor's Report is issued in accordance with the terms of our service scope engagement letter/agreement dated 20th May, 2022 and master engagement agreement 24th July, 2020 with TCI Express Limited (hereinafter the "**Company**").
2. The proposal of the Company to buy back its Equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company, in their meeting held on 27th May, 2022. The proposal for buyback is subject to the approval of the Shareholders of the Company. The Company has prepared the attached "Statement of determination of the permissible capital payment for proposed buyback of Equity shares" (the "Statement"), which we have initialed for identification purposes only.

Board of Directors Responsibility

3. The preparation of Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

maintenance of internal control, relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one (1) year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:
 - (i) Whether we have inquired into the state of affairs of the Company, in relation to its audited standalone financial statements for year ended 31st March, 2022.
 - (ii) Whether the amount of permissible capital payment for the proposed buyback of the Equity shares, as included in the Statement has been properly determined, in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
 - (iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one (1) year from that date.
6. The audited standalone financial statements, referred to in paragraph 5(i) above, have been audited by us, on which we have issued an unmodified audit opinion, vide our reports dated 27th May, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements, issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and

perform the audit to obtain reasonable assurance about, whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement, in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics, issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)-1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion, on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company, in relation to its audited standalone financial statements for the year ended 31st March, 2022. We have obtained and read the audited standalone financial statements for the year ended 31st March, 2022, including the unmodified audit opinions dated 27th May, 2022;
 - ii) Read the Articles of Association of the Company and noted the permissibility of buyback;
 - iii) Traced the amounts of net worth, including the paid up capital, free reserve, securities premium, retained earnings etc., as

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

mentioned in Statement from the audited standalone financial statements for the year ended 31st March, 2022;

- iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buy-back;
- v) Obtained from Company Secretary, a certified copy of the minutes of the meeting of the Board of Directors, in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed, in accordance with section 68(2) (c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations, as detailed in the Statement;
- vi) Obtained from Company Secretary, a certified copy of the minutes of the meeting of the Board of Directors, in which the proposed buy-back was approved and read that the Board had formed the opinion as specified in the SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a period of one (1) year from that date of meeting;
- vii) Obtained necessary representations from the management of the Company.

Opinion

- 11. Based on our examination as above, and the information and explanations given to us, we report that:
 - (i) We have inquired into the state of affairs of the Company, in relation to its audited standalone financial statements for year ended 31st March, 2022;
 - (ii) The amount of permissible capital payment for proposed buyback of the Equity shares as included in the statement has been properly determined, in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;

- (iii) the Board of Directors of the Company in their meeting held on 27th May, 2022, have formed their opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one (1) year from that date.

Restriction on use

- 12. The Report is addressed to and provided to the Board of Directors of the Company, pursuant to the requirements of Section 68 and Section 70 of the Act read with clause (xi) of Schedule I of SEBI Buyback Regulations, solely to enable them to include it (a) in the Explanatory Statement to be included in the AGM Notice to be circulated to the Shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the requisite letter/application to be filed with the SEBI, the Stock Exchanges, the Registrar of Companies the NSDL and the CDSL, (iv) can be shared with the merchant banker involved in connection with the proposed buyback of Equity shares of the Company, for onward submission to SEBI, Stock Exchanges and/or any other regulatory authority, as required under the law in India. This report should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For R S Agarwala & Co.

Chartered Accountants

ICAI Firm Registration Number: 304045E

Sd/-

R.S. Agarwala

Partner

Place: Kolkata

Date: 27th May, 2022

Membership Number: 005534

UDIN:22005534AJSTPB7460

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

ANNEXURE-A OF AUDITOR'S REPORT ON BUY BACK

The statement of determination of the permissible capital payment towards buy back of Equity shares ("the Statement") in accordance with Section 68 of the Act

(Amount in ₹)

Particulars	Standalone Basis	
a) Paid-up Equity share capital as at 31st March, 2022 (in Lakhs)	[A]	76990250.00
b) Free reserves as at 31st March, 2022		
Retained earnings	[B]	5170974881.63
Securities premium as at 31st March, 2022	[C]	120281116.00
Total of Equity paid-up capital, free reserves and securities premium as at 31st March, 2022	[D] = [A]+[B]+[C]	5368246247.63
Maximum amount permissible for buyback under Section 68 of the Act, i.e., 15% of the total paid-up capital and free reserves of financial statements	[E] = [D] * 15%	805236937.14

Notes:

- The buyback is authorised by its Articles of Association and the Board of Directors via Board resolution dated 27th May, 2022;
- The above calculations of the paid-up Equity capital and free reserves as at 31st March, 2022, for Buyback of Equity shares is based on the amounts appearing in the standalone audited financial statements of the Company for the year ended 31st March, 2022. These financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind AS), as prescribed under Section 133 of the Act;
- As per Section 68, free reserves include securities premium for the purposes of the aforesaid computation.

Since the Buyback is more than 10% of the total paid up Equity share capital and free reserves of the Company, in terms of Sections 68(2)(b) of the Act, it is necessary to obtain the consent of Members of the Company, for the Buyback, by way of a Special resolution. Accordingly, the Company is seeking your consent for the buyback of Equity shares as per the details contained in the resolution.

None of Directors/Key Managerial Personnel and/or their relatives are concerned or interested in the resolution set out at item no. 7 of the Notice, except to the extent of their shareholding, excluding Directors who are part of Promoter Group.

In the opinion of the Board, the proposal for the Buyback is in the interest of the Company and its Members holding Equity shares of the Company. The Board of Directors of the Company recommends the Special resolutions, as set out at item no. 7 of the accompanying AGM Notice, for your approval.

By Order of the Board of Director
TCI Express Limited

Priyanka

Company Secretary
Membership No. 36870

Place: Gurugram
Date: 27th May, 2022

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@tciexpress.in
Website: www.tciexpress.in
Tel: 91-40-27840104

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

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

S.no	Particulars	Details
1.	Name of the Director	Dharmpal Agarwal
2.	DIN	00084105
3.	Date of Birth	24th August, 1950
4.	Nationality	Indian
5.	Date of Appointment on the Board	07th October 2015
6.	Qualifications	Graduate
7.	Expertise in specific functional area	Mr. Dharmpal Agarwal is acting as Chairperson of the Company. He has been instrumental in taking forward the business legacy of TCI Group. With over five decades of business leadership experience in the field of transportation/ logistic sector and his fine visionary approach, led TCI Express to become India's leading logistics Company. He always practiced and promotes sound, ethical and transparent policies at every level of operations. He takes active participation in social and philanthropic activities in order to fulfill his commitment to 'Grow in a socially and environmentally conscientious way, while protecting interests of stakeholders.
8.	Number of shares held in the Company including shareholding as a beneficial owner	419,314
9.	List of the Directorships held in other listed Companies	Transport Corporation of India Limited TCI Developers Limited TCI Industries Limited Indo Rama Synthetics (India) Limited Jay Bharat Maruti Limited
10.	Chairperson/Membership in the Committees of the Boards of listed Companies, in which he is Director	Jay Bharat Maruti Ltd. i. Audit Committee (Member) ii. Stakeholders' Relationship Committee (Chairperson) Indo Rama Synthetics (India) Limited Audit Committee (Member)
11.	Number of Board Meetings attended during the FY 2021-22	Four (4)
12.	Relationships between Directors inter-se	Related to Mr. Vineet and Chander Agarwal
13.	Remuneration details (Including Sitting Fees & Commission)	₹ 6,00,000
14.	Resignation details in the listed entities during the last three (3) years	None

- Note:** a) The Directorship in listed Companies has been provided. The Membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Listed Company.
b) For other details such as the number of meetings of the Board/Committee attended during the year, expertise, tenure etc., are provided under the Corporate Governance Report, forming part of Annual Report.

Omni-Channel



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