

Date: 05/09/2018

To,
The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor Plot No - 'C' Block,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

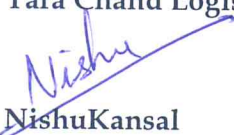
Sub: Notice of 6th Annual General Meeting.

Dear Sir(s),

Please find attached in detailed notice of 6th Annual General Meeting to be held on Friday, 28th September, 2018 at 10:30 A.M. at The Fern Residency, 28/8, Phase II, Industrial & Business Park, Chandigarh- 160002.

Detailed Notice enclosed herewith.

On behalf of the Board of Directors
Tara Chand Logistic Solutions Limited


Nishu Kansal

Company Secretary & Compliance Officer





Notice of Annual General Meeting 2017-18

TARA CHAND LOGISTIC SOLUTIONS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TARA CHAND LOGISTIC SOLUTIONS LIMITED WILL BE HELD ON FRIDAY, 28TH SEPTEMBER, 2018 AT 10:30 A.M. AT THE FERN RESIDENCY, 28/8, PHASE II, INDUSTRIAL & BUSINESS PARK, CHANDIGARH - 160002.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Ms. Purna Sandeep Agarwal (DIN: 06955080), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs. 100 Crores (Rupees One Hundred Crores Only):**

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

“RESOLVED THAT pursuant to provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and in suppression of special resolution passed in the Extra Ordinary General Meeting of the members held on August 20, 2014, the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Share Capital, Free Reserves and Security Premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

4. To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 100 Crores (Rupees One Hundred Crores Only):

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

“RESOLVED THAT pursuant to provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages on movable and/or immovable properties of the Company, present and/or future, in favour of banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE RESOLUTION UNDER SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

1. M/s. Sangeet Kumar & Associates, Chartered Accountants, Chandigarh (FRN: 011954N), were appointed as Statutory Auditors of the Company at the 5th Annual General Meeting of the Company from the conclusion of 5th Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2022 in the Financial Year 2022-2023, subject to ratification by the members at every Annual General Meeting. Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
2. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 28th September, 2018 (both days inclusive).
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting (AGM).
5. The Registrar and Share Transfer Agents of the Company is M/s. Sharex Dynamic (India) Private Limited having office at Unit-1, Luthra Ind. Premises, Andheri-Kurla Road, Safed pool, Andheri (East), Mumbai – 400072 (‘RTA’)
6. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
7. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.

10. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 3 and 4 of the Notice is Annexed hereto.
11. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
12. The Notice of the AGM along with the Annual Report 2017-18 physical/electronic copy is being sent by through permitted mode.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during (3.00 p.m. to 5.00 p.m.) on all working days except Saturday up to and including the date of the Annual General Meeting of the Company.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4:

As per the provisions of Section 180 of the Companies Act, 2013 read with the applicable provisions of the Companies Amendment Act, 2017, the Board of Directors of the Company cannot, except with the consent of the Company in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the Paid-Up Share Capital, Free Reserves and Securities Premium of the Company, that is to say, reserves not set apart for any specific purposes. Further, the Board of Directors shall not dispose i.e. create charges, hypothecations, mortgages/equitable mortgages of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the Company in the General Meeting by a special resolution under the provisions of Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013, which were made effective from 12th September, 2013. The above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolutions.

The members are further inform that, the Company has already taken approval of shareholders in Extra Ordinary General Meeting held on August 20, 2014 for borrowing from time to time in excess of paid up capital and its free reserves along with creation of lease, mortgage, hypothecation etc. on the assets of the Company for securing such borrowing for an amount not exceeding of Rs. 75 Crores (Seventy Five Crores).

Keeping in view of the Company's business expansion and need of funds for fulfillment of working capital requirements, purchase of assets, machineries or cash credit facilities, Letter of Credit, Bank guarantees etc., in future, it is proposed to increase the limit of borrowings. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 100 Crores (Rupees One Hundred Crores Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The aforesaid borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties under section 180 (1) (a) it is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 100 Crores (Rupees One Hundred Crores Only). Therefore members are requested to pass the necessary special resolutions as mentioned in the notice. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 (1) (a) and Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolutions. The Board recommends the Special Resolutions set out at Item No. 3 & 4 of the accompanying Notice in the interests of the Company.

**On behalf of the Board of Directors
Tara Chand Logistic Solutions Limited**

SD/-

**Vinay Kumar
Chairman & Managing Director
DIN:00151567
Add: C/O: 342 Industrial Area, Phase I,
Chandigarh – 160002**

**Date: August 31, 2018
Place: Chandigarh**

Details of Director (s) seeking continuation of holding of office of Director at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):

Particulars	Prerna Sandeep Agarwal
Age	32 Years
Nature/Experience in functional area	4 Years
Qualification	Bachelor's Degree in Science from Mumbai University
Terms and Condition of Appointment & Last Remuneration	Non-Executive Director with effect from August 20, 2014 Last Remuneration (F.Y.2017-18) - Rs.540,000/-
Remuneration sought to be paid	Nil
Directorship in other Companies including Listed Company	Nil
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil
No. of Shares held in the Company	94800
First Appointment by the Board	August 20, 2014
Relationship with other Directors, Manager & KMP's	Relative of Mr. Vinay Kumar, Mr. Ajay Kumar and Mr. Himanshu Aggarwal
Board Meeting attended (F.Y. 2017-18)	15

Land Mark: Hotel – The Fern Residency

ROUTE MAP:



FORM NO MGT-11**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L63090CH2012PLC033556

Name of the Company: Tara Chand Logistic Solutions Limited

Regd. Office: 342, Industrial Area, Phase I, Chandigarh -160002, India.

Email: cs@tarachandindia.in

Website: www.tarachandindia.in

Tel. 0172 - 2650380

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client ID:	
DP ID:	

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

Name: Address: or failing him

Name: Address: or failing him

Name: Address:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 10:30 a.m. at The Fern Residency, 28/8, Phase II, Industrial & Business Park, Chandigarh - 160002, India and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1	To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditor there on.		
2.	To appoint Director in place of Mrs. Perna Sandeep Agarwal (DIN: 06955080), who retires by rotation and, being eligible, offers herself for re-appointment		
Special Business			
3.	To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs. 100 Crores (Rupees One Hundred Crores Only)		
4.	To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 100 Crores (Rupees One Hundred Crores Only)		

Signed this _____ day of _____, 2018.

Signature of the Shareholder. _____

Signature of Proxy holder(s). _____

**Please affix the
Revenue
Stamp of Re. 1**

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

TARA CHAND LOGISTIC SOLUTIONS LIMITED

CIN: L63090CH2012PLC033556

Regd. Office: 342, Industrial Area, Phase I, Chandigarh -160002, India
Tel. 0172 - 2650380 Email: cs@tarachandindia.in Website: www. tarachandindia.in

6TH ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name	
Address	
No. of Shares held	
DP ID No.	
Client Id No	
Regd. Folio No	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the 6th Annual General Meeting of Tara Chand Logistic Solutions Limited on Friday, 28th September, 2018 at 10:30 a.m. at The Fern Residency, 28/8, Phase II, Industrial & Business Park, Chandigarh – 160002.

Name of the Member / proxy (in block letters)

Signature of the Member / Proxy

Note: Please read the instructions printed overleaf carefully before exercising your votes

INSTRUCTIONS:

1. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. Client ID/DP ID is not required to fill. Fill only Folio No. in Proxy Form and Attendance Slip.
6. Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
7. The Proxy-holder shall prove his identity at the time of attending the Meeting.
8. Polling Paper for voting will be provided at the venue of the Meeting.
9. If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
