

Date: 8th September 2020

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: Submission of Notice of 8th Annual General Meeting.

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 ,we enclose herewith the Notice of 8th Annual General Meeting of the Company to be held on Wednesday ,30th September,2020 at 11:00 AM through Video Conference ("VC")/Other Audio Visual Means ("OAVM") along with instructions for e-voting. The aforesaid notice along with instructions for e-voting is being sent to all eligible shareholders and is also available on the website of the Company at www.tarachandindia.in.

Detailed Notice enclosed herewith.

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


Nishu Kansal
Company Secretary & Compliance Officer



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TARA CHAND LOGISTIC SOLUTIONS LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCE /OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Himanshu Aggarwal (DIN: 001806026), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Approval of remuneration of Mr. Vinay Kumar (DIN:00151567), Managing Director of the Company for F.Y. 2020-21 and F.Y. 2021-22:**

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

“RESOLVED THAT Pursuant to the applicable provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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), if any, and in terms of recommendation of the Nomination and Remuneration Committee, approval of audit committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vinay Kumar (DIN:00151567) Managing Director of the Company of Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for financial year 2020-21 and Rs. 48, 00, 000/- (Rupees Forty Eight Lakhs Only) for the financial year 2021-22, notwithstanding the fact that during the financial year the Company's profits made are inadequate.

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 vary, revise, the above mentioned remuneration from time to time for the aforesaid financial year but any time it shall not exceed maximum of Rs.60, 00, 000/- (Rupees Sixty Lakhs Only) for any year.

RESOLVED FURTHER THAT Mr. Vinay Kumar is entitled to House Rent allowance, Leave travel Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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. **Approval of remuneration of Mr. Ajay Kumar (DIN:00151477), Whole time Director of the Company for F.Y. 2020-21 and F.Y. 2021-22:**

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

“RESOLVED THAT Pursuant to the applicable provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and

sanctions as may be required, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajay Kumar (DIN: 00151477) Wholtime Director of the Company of Rs. 24, 00, 000/- (Rupees Twenty Four Lakhs Only) for financial year 2020-21 and Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for the financial year 2021-22, notwithstanding the fact that during the financial year the Company's profits made are inadequate.

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 vary, revise, the above mentioned remuneration from time to time for the aforesaid financial year but any time it shall not exceed maximum of Rs.50, 00, 000/- (Rupees Fifty Lakhs Only) for any year.

RESOLVED FURTHER THAT Mr. Ajay Kumar is entitled to House Rent allowance, Leave travel Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of people at several places in the country and pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 8th Annual General Meeting ('8th AGM/AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 8th AGM shall be the Registered Office of the Company.
2. M/s. Sangeet Kumar & Associates, Chartered Accountants, Mumbai (FRN: 001954N), 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.
3. The Register of members and Share transfer Books of the Company will remain closed from 24/09/2020 to 30/09/2020 (both days inclusive) for the purposes of the 8th Annual General Meeting. Board of Directors of the company has not recommended Final Dividend for the Financial Year 2019-20.
4. To support the "Green Initiative " members who have not yet registered their email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and can request the company for the same at cs@tarachandindia.in incase the shares are held by them in physical form. In compliance with the aforesaid MCA circulars and SEBI Circular dated May 12, 2020, Notice of the AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.tarachandindia.in, website of the Stock Exchanges i.e National Stock Exchange of India Limited "Emerge Platform" and on the website of CDSL.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone /mobile numbers, Permanent account number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC code, etc.to their DPs in case the shares are held by them in electronic form and to Sharex Dynamic (India) Private Limited in case the shares are held by them in physical form.

6. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained by requesting the company at cs@tarachandindia.in.
7. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Sharex Dynamic (India) Private Limited for assistance in this regard.
10. The Board of Directors have appointed Mr. Anand Mukherjee (Membership No. ACS 40485) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company and on website of CDSL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the share of the Company is listed.
12. The notice of the AGM shall be placed on the website of the Company till the date of AGM..
13. Pursuant to MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, As the AGM shall be conducted through VC/ OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cs@tarachandindia.in
14. The Registrar and Share Transfer Agents of the Company is :
M/s. Sharex Dynamic (India) Private Limited
C-101, 247 Park, LBS Marg, Vikhroli West Mumbai-400083
Tel No: 022 – 28515606/28515644
Fax : +91228512885
Email: support@sharexindia.com
Web Add: www.sharexindia.com
15. 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.
16. 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.
17. 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.

18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to cs@tarachandindia.in.
19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 23, 2020 ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
20. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 23, 2020 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below in the notice.
21. Pursuant to Section 108 of Companies Act, 2013 read with rules made there under and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing e voting facility to its members to exercise their votes electronically on the item of business given in the notice through the electronic voting service facility provided by Central Depository Services (India) Limited.

22. **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 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.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at cs@tarachandindia.in. The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited and at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on 27.09.2020 at 09:00am and ends on 29.09.2020 at 5.00pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	- Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT" tab.

- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company Name i.e. TARA CHAND LOGISTIC SOLUTIONS LIMITED to vote.

- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company e-mail ID at cs@tarachandindia.in or RTA email id at support@sharexindia.com
For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to company e-mail ID at cs@tarachandindia.in or RTA email id at support@sharexindia.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven(7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tarachandindia.in(company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least seven(7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tarachandindia.in. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders 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.
- Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tarachandindia.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Mr. Vinay Kumar was re-appointed as Managing Director of the Company by way of a board resolution dated 23rd February, 2017 and a shareholders resolution dated March 25, 2017 for a period of five(5) years commencing from April 1, 2017 and at a remuneration which shall be applicable for 3 years from the date of re-appointment i.e. from 1st April, 2017. Thus there was a need to take the members approval for the remuneration to be paid to the Managing director for his remaining term i.e. for the F.Y. 20-21 and F.Y.21-22. The Members further informed that considering the increase in financial position & growth of the Company and involvement of Mr. VinayKumar in day to day affairs and business operations and taking care of the overall strategic decision making of the Company, the Nomination and Remuneration Committee of the Company has recommended and board has approved the payment of revised remuneration to Mr. Vinay Kumar, Managing Director of the Company of Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for financial year 2020-21 and Rs. 48, 00, 000/- (Rupees Forty Eight Lakhs Only) for the financial year 2021-22 or such other amount as may be decided from time to time by the board which shall not exceed the maximum of Rs.60, 00, 000/- (Rupees Sixty Lakhs Only) for any financial year.

Mr. Vinay Kumar would be entitled to certain other allowances such as House Rent allowance, Leave travel, Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company.

In terms of pursuant to provisions of Section 196, 197, 198 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed increase in remuneration requires approval

of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Vinay Kumar being appointee and Mr. Ajay Kumar, and Mr. Himanshu Aggarwal and Ms. Prerna Sandeep Aggarwal, Directors and being relatives of Mr. Vinay Kumar, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at **Item No. 3** of the accompanying Notice in the interests of the Company.

Item No. 4:

Mr. Ajay Kumar was re-appointed as Whole Time Director of the Company by way of a board resolution dated 23rd February, 2017 and a shareholders resolution dated March 25, 2017 for a period of five(5) years commencing from April 1, 2017 and at a remuneration which shall be applicable for 3 years from the date of re-appointment i.e. from 1st April, 2017. Thus there was a need to take the members approval for the remuneration to be paid to the Whole Time director for his remaining term i.e. for the F.Y. 20-21 and F.Y.21-22. The Members further informed that considering the increase in financial position & growth of the Company and involvement of Mr. Ajay Kumar in Company's overall business operations as well as looking after the Company's product and business development, the Nomination and Remuneration Committee of the Company has recommended and board has approved the payment of revised remuneration to Mr. Ajay Kumar, Managing Director of the Company of Rs. 36, 00, 000/- (Rupees Thirty Six Lakhs Only) for financial year 2020-21 and Rs. 48, 00, 000/- (Rupees Forty Eight Lakhs Only) for the financial year 2021-22 or such other amount as may be decided from time to time by the board which shall not exceed the maximum of Rs.50, 00, 000/- (Rupees Fifty Lakhs Only) for any financial year.

Mr. Ajay Kumar would be entitled to certain other allowances such as House Rent allowance, Leave travel, Provident fund & Superannuation fund, Leaves, Gratuity & Leave encashment, Provision of car, Provision of communication facilities at residence as per policies of the company.

In terms of pursuant to provisions of Section 196, 197, 198 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed increase in remuneration requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Ajay Kumar being appointee and Mr. Vinay Kumar, and Mr. Himanshu Aggarwal and Ms. Prerna Sandeep Aggarwal, Directors and being relatives of Mr. Ajay Kumar of the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at **Item No. 4** of the accompanying Notice in the interests of the Company.

Disclosure as required under schedule V of the Companies Act, 2013 is given as under:

I. General Information:

Nature of industry	Service Sector –Logistics
Date or expected date of commencement of services	The Company is rendering the services since 1980.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Standalone financial Performance:

(Rs.in Lakhs)

Particulars	F.Y. 2016-17	F.Y. 2017-18	F.Y. 2018-19
Total Income from Operations (Net)	5277.00	8294.51	10168.01
Total Expenses	4875.62	7652.71	9507.60
Profit/Loss Before Tax	401.38	641.80	660.41
Profit/Loss After Tax	276.78	460.57	474.61

Foreign investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the appointee whose remuneration is being approved:

Particulars	Mr. Vinay Kumar	Mr. Ajay Kumar
Background details	Mr. Vinay Kumar holds Bachelor's degree in Arts. He has more than 30 years of experience in the business and industry. He is Promoter of the Company.	Mr. Ajay Kumar is a matriculate by qualification and is the promoter of the company associated with the Company since inception.
Remuneration received in FY 2019- 20	Rs. 36, 00, 000/-	Rs. 24, 00, 000/-
Recognition or awards	-	-
Job profile and his suitability	Mr. Vinay Kumar shall be responsible for the overall strategic decision making of the Company and providing leadership to all operations.	Mr. Ajay Kumar shall be responsible for Company's overall business operations as well as looking after the Company's product and business development.
Remuneration proposed	as mentioned in Notice	as mentioned in Notice
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Relative of Mr. Ajay Kumar, Mr. Himanshu Aggarwal and Ms. Prerna Aggarwal, Directors of the Company	Relative of Mr. Vinay Kumar, Mr. Himanshu Aggarwal and Ms. Prerna Aggarwal, Directors of the Company

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking in to size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

III. Other information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in services and profits in measurable terms: During the last three financial years the Company is in profit and further the Company is also making necessary efforts to improve its performance and productivity. The Company has reported profit in the FY.2019-20.

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: 29th August, 2020

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	Himanshu Aggarwal
Age	34 Years
Nature/Experience in functional area	5 Years
Qualification	Bachelor degree of science in Biomedical Engineering from Northwestern University, Chicago, USA
Remuneration sought to be paid in (Rs.)	NA
Directorship in other Companies including Listed Company	Tara Chand Industries Limited
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 as on 31st March, 2020	2000
First Appointment by the Board	November 01, 2017
Relationship with other Director, Manager & KMP	Mr. Vinay Kumar-Father, Mr. Ajay Kumar -Uncle Ms. Prerna Sandeep Agarwal - Sister in Law
Board Meeting attended (F.Y. 2019-20)	5