

Date: February 12, 2026

To,

Listing Department
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400051

Scrip Code: 532349

Scrip Symbol: TCI

Sub: Notice of Postal Ballot

Dear Sir/Madam,

This is in continuation of our letter dated February 04, 2026, in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith a copy of the Postal Ballot Notice dated February 04, 2026 of Transport Corporation of India Limited ('the Company') along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice') for seeking approval of the Members of the Company by way of ordinary resolution for material related party transactions between TCI-CONCOR Multimodal Solutions Pvt. Ltd., subsidiary of the Company, and Container Corporation of India Ltd.

In compliance with the provisions of Companies Act, 2013, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, Secretarial Standard-2 issued by the institute of Company Secretaries of India and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India from time to time ("MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those eligible Members who have already registered their e-mail addresses with the Depositories/the Company's Registrar to an Issue and Share Transfer Agents (KFin Technologies Limited)/the Company and whose names are recorded in the Register of members/List of Beneficial Owners of the Company as on Tuesday, February 10, 2026 (Cut-off date). The communication of the assent or dissent of the Members would take place through the e-voting system only.

The Postal Ballot Notice is also available on the website of the Company: www.tcil.com, and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

You are requested to kindly take the above information on record.

Thanking you,

Yours sincerely,

For Transport Corporation of India Limited

(Sunil Kumar)
Compliance Officer

(Hansa Sharma)
Company Secretary

Encl: a/a

Transport Corporation of India Limited

Corporate Office : TCI House, 69, Institutional Area, Sector-32, Gurugram -122001, Haryana (India)

Ph. No.: +91 124-2381603, Fax: +91 124-2381611 E-mail : corporate@tcil.com Web : www.tcil.com

Regd. Office:- Flat Nos. 306 & 307, I-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

Tel: +91 40 27840104 Fax: +91 40 27840163

CIN : L70109TG1995PLC019116

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolution(s) set out below are proposed to be passed by the members of Transport Corporation of India Limited ("the Company") by means of Postal Ballot through remote electronic voting ("remote e-voting") pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modifications or re-enactments thereof, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards on General Meetings ("SS2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company/Registrar to an Issue and Share Transfer Agent ("RTA") or Depository/ Depository Participants and physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, members are required to communicate their assent or dissent through the remote e-voting process only.

The Board of Directors of the Company have appointed M/s. V K Bajaj & Associates through its Partner Mr. V K Bajaj, Practicing Company Secretary (Membership No. FCS 6868, COP No. 5827), as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

SPECIAL BUSINESS:

1. To consider and approve material Related Party Transactions between TCI-CONCOR Multimodal Solutions Pvt. Ltd., subsidiary of the Company, and Container Corporation of India Ltd.

"RESOLVED THAT pursuant to Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, as amended, and other applicable laws/statutory provisions, if any, Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and the Board, approval of the members of the Company be and is hereby accorded to the material related party transactions/contracts entered into/ proposed to be entered into (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) between TCI-CONCOR Multimodal Solutions Pvt. Ltd., a subsidiary of the Company ("TCI-CONCOR") and Container Corporation of India Ltd. ("CONCOR"), a related party of TCI-CONCOR on such terms and conditions as may be agreed between TCI-CONCOR and CONCOR, aggregating up to Rs. 5000 Million (Rupees Five Thousand Million Only), excluding taxes, during the financial year 2025-26 provided however, that the said transactions shall be carried out at an arm's length basis and in the ordinary course of business of the respective companies.

RESOLVED FURTHER THAT Mr. Vineet Agarwal, Managing Director, Mr. Ashish Tiwari, Group CFO, and any of the directors of the TCI-CONCOR Multimodal Solutions Pvt. Ltd. and their Company Secretary, be and are hereby severally authorized to take all such steps and action as may be necessary in the above regard."

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**By order of the Board of Directors
For Transport Corporation of India Limited**

**Hansa Sharma
Company Secretary
Membership No.: A-42616**

Date: February 04, 2026

Place: Gurugram

Registered Office:

Flat Nos. 306 & 307, 1-8-201 to 203, 3rd Floor, Ashoka Bhoopal
Chambers, S.P. Road, Secunderabad-500003,
Phone: +91 40 2784-0104,
Email: secretarial@tcil.com | Website: www.tcil.com
CIN: L70109TG1995PLC019116

NOTES:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts relating to the Special Business is annexed hereto.
2. In compliance with the circulars issued by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings ("SS2") issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice along with explanatory statement ("Notice") and remote e-voting instructions are being sent only by e-mail to all those members whose e-mail addresses are registered with the Company/Registrar to an Issue and Share Transfer Agent ("RTA") or Depository/Depository Participants ("DP") and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Tuesday, February 10, 2026**.

Members may note that this Notice will also be available on Company's website (www.tcil.com), Stock Exchanges' websites (www.bseindia.com and www.nseindia.com) and Central Depository Services (India) Limited ("CDSL") website (www.evotingindia.com).

3. In compliance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting process only.
4. Voting right of members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Tuesday, February 10, 2026 ("Cut-off date")**. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS2 and MCA Circulars, Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.

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6. Remote e-voting period shall commence on **Friday, February 13, 2026, at 09:00 A.M. (IST)** and end on **Saturday, March 14, 2026, at 05:00 P.M. (IST)**. During this period, members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Tuesday, February 10, 2026** (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants), may cast their vote electronically in respect of the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
7. During the remote e-voting period, members can login at CDSL e-voting platform any number of times till they have voted on the resolution(s). Once the vote on resolution is cast by a member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the Vote again.
8. Results of postal ballot will be announced not later than by **05:00 P.M. (IST) on Tuesday, March 17, 2026**, at Corporate Office of the Company. The results declared along with the Scrutinizer's Report will be submitted with National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results along with the Scrutinizer's Report will also be uploaded on the Company's website viz. www.tcil.com and on website of CDSL viz. www.evotingindia.com.
9. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Saturday, March 14, 2026**.
10. Members are requested to note that KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda Serilingampally Mandal Hyderabad - 500032, Telangana is Registrar to an Issue and Share Transfer Agent ('RTA') of the Company to manage the work related to shares held in physical and dematerialized form.
11. Members holding shares in physical form and who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Company Secretary of the Company at company.secretary@tcil.com or by sending a request to KFin Technologies Limited, RTA through e-mail at einward.ris@kfintech.com or contact at 1800-309-4001. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
12. SEBI vide its notifications dated June 8, 2018, November 30, 2018, and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
13. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) by holders of securities in physical form and nomination details by all security holders. Any service request or complaint received from a member holding shares in physical form will not be processed until the aforesaid details/documents are provided to RTA. Relevant details and prescribed forms in this regard are available on website of the Company at <https://tcil.com/investor-information/>
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, and SEBI/ HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution

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through the ODR Portal <https://smartodr.in/login> and the same can also be accessed through our website at <https://tcil.com/investor-information/>. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/>.

15. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Tuesday, February 10, 2026 ("cut-off date")** only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on **Friday, February 13, 2026, at 09:00 A.M. (IST)** and ends on **Saturday, March 14, 2026, at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Instructions For E-Voting are as under:

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The details of the process and manner of e-voting are explained herein below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (ii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Member are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting for individual shareholders holding securities in Demat mode in CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting

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	period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Transport Corporation of India Limited or CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), 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 Transport Corporation of India Limited or CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful

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demat mode) login through their Depository Participants (DP)	login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on Transport Corporation of India Limited or CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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***Important note:** 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	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.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iii) Login method for e-Voting for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

For shareholders holding shares in physical mode and other than individual shareholders holding shares in Demat	
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 sent by Company/RTA or contact Company/RTA.

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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.
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- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical mode 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.
- (vi) For shareholders holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the Transport Corporation of India Ltd.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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 and enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at vasanth@vkbajajassociates.com and to the Company at the email address viz; secretarial@tcil.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **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 einward.ris@kfintech.com.
2. **For Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The members are informed that Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended on November 18, 2025 vide SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 provides that where the aggregate value of related party transactions between two entities during a financial year exceeds the threshold specified in Schedule XII of the SEBI Listing Regulations, 2015, it shall be considered as material related party transactions and shall require approval of member of the listed entity by means of an ordinary resolution.

The related party transactions for which this proposal is placed before the members of Transport Corporation of India Limited (“the Company”) are between TCI-CONCOR Multimodal Solutions Pvt. Ltd., a subsidiary of the Company (“TCI-CONCOR”), and Container Corporation of India Ltd. (“CONCOR”), a related party of TCI-CONCOR.

Transport Corporation of India Limited

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The Company is not a party to these transactions. However, owing to the definition of regulation 2(1)(zc) read with Regulation 23(4) of the SEBI Listing Regulations, the related party transactions between TCI-CONCOR and CONCOR require approval of the members of the Company.

As the value of transactions between TCI-CONCOR and CONCOR during the financial year 2025-26, in aggregate, is expected to be upto Rs. 5000 Million excluding taxes, which is in excess of the threshold specified in Schedule XII of the SEBI Listing Regulations, as per the last audited financial statements of the Company, said material transaction shall require approval of the members of the Company through postal ballot by means of an ordinary resolution.

It is submitted that the aforesaid transactions are in the ordinary course of business and at arm's length basis and necessary approvals as required in compliance of the provisions under the Companies Act, 2013 and SEBI Listing Regulations have been obtained from the Audit Committee and the Board on Wednesday, February 04, 2026.

Details of the proposed related party transaction(s) including the information required to be disclosed as part of the explanatory statement pursuant to In terms of SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, read with Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 October 13, 2025, as per Industry Standards issued by Industry Standards Forum ("ISF") comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, minimum information to be provided to the Audit Committee and members for approval of Related Party Transaction are tabulated below:

PART A - Minimum information of the proposed RPT, applicable to all RPTs

A (1): Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Container Corporation of India Ltd
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Logistics Solution Provider

A (2): Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.	TCI-CONCOR Multimodal Solutions Pvt. Ltd. is the subsidiary company of TCI and associate company of Container Corporation of India Limited Nil NA 3,430,000 equity shares held by Container Corporation of India Limited

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	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	
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A (3): Details of previous transactions with the related party:

S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S. No.	Nature of Transactions	FY 2024-25
		1.	Providing road transportation services and other direct operating expenses	Rs. 178.7 Million
		2.	Availing road transportation services and other direct operating expenses	Rs. 3433.7 Million
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Income - Rs. 183.8 Million Expenses – Rs. 3001.2 Million		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil		

(4): Amount of the proposed transaction (s):

S. No.	Particulars of the information	Information provided by the management	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 5000 Million	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12.4%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	144.8%	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5.8%	
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 2025 (Rs. in Million)
		Turnover	88,870.2
		Profit After Tax	12,918.4
		Net Worth	123,801.9

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A (5): Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Providing road transportation services and other direct operating expenses. Leasing, employee cost
2.	Details of each type of the proposed transaction	Providing road transportation services and other direct operating expenses
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2025-26
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 5000 Million
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions arise in the normal course of business and are proposed to be entered into on an arm's length basis. A comparability analysis has been performed to substantiate the arm's length nature of these transactions.
7.	Details of the promoter(s)/ director(s) /key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Vineet Agarwal Mr. Ashish Kumar Tiwari
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B: Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B (1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	As per the bidding process followed by the related party.
2.	Basis of determination of price.	Commercial engagements are based on bidding process followed by the parties.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	No trade advance is given.
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

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**Disclosure under Part C of Industry Standards Notes as issued by ISF is not required as the nature of related party transactions are not covered under the said requirements.*

Approval of the members of the Company is, therefore, being sought in terms of Regulation 23(4) of the SEBI Listing Regulations by way of an Ordinary Resolution to the aforesaid material RPTs between TCICONCOR and CONCOR for a value, not exceeding in aggregate Rs. 5000 Million, excluding taxes, during the financial year 2025-26.

Based on the aforesaid consideration, the Board recommends the resolution as set out under business item no. 1 in the notice of this postal ballot for approval of the members by means of an Ordinary Resolution. Further, the promoters of the Company are not related to CONCOR in accordance with Section 2(76) of the Act read with regulation 2(1)(zb) of SEBI Listing Regulations.

The members may please note that in terms of provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the aforesaid related party transaction.

**By order of the Board of Directors
For Transport Corporation of India Limited**

**Hansa Sharma
Company Secretary
Membership No.: A-42616**

Date: February 04, 2026

Place: Gurugram

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