

August 13, 2025

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: Copy of the minutes of the 30th Annual General Meeting of the Company held on Monday, July 28, 2025

Dear Sir/Madam,

With reference to the above subject, we are enclosing herewith copy of the minutes of the 30th Annual General Meeting of the Company held on Monday, July 28, 2025, through video conferencing / other audio visual means ("VC/ OAVM").

This intimation is also being uploaded on the website of the Company at <https://tcil.com/disclosures/>

Hope you will find the same in order and request you to take it on your records.

Thank you,
Yours Faithfully,

For **Transport Corporation of India Limited**

(Sunil Kumar)
Compliance Officer
A-38859

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, 1-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

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

CIN : L70109TG1995PLC019116

MINUTE BOOK

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MINUTES OF THE 30TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF TRANSPORT CORPORATION OF INDIA LIMITED HELD ON MONDAY, JULY 28, 2025, AT 10:00 A.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS AND CONCLUDED AT 10:35 A.M.

Sitting on the Dias

Mr. D P Agarwal	Chairman & Managing Director
Mr. S N Agarwal	Director & Chairman of Stakeholders' Relationship Committee
Mr. Ravi Uppal	Director & Chairman of Audit Committee
Mr. Vijay Sankar	Director
Ms. Gita Nayyar	Director and Chairperson of Corporate Social Responsibility Committee
Mr. Vikrampati Singhania	Director and Chairman of Compensation/Nomination and Remuneration Committee
Mr. Avinash Gupta	Director and the Chairman of the Risk Management Committee
Ms. Urmila Agarwal	Director
Mr. Chander Agarwal	Director
Mr. Vineet Agarwal	Managing Director

In Attendance

Mr. Ashish Kumar Tiwari	Group CFO
Mr. Lokesh Vasudevan & N. Srikrishna	Representing Statutory Auditors, M/s Brahmayya & Co.
Ms. Nitu Poddar	Representing Secretarial Auditors, Vinod Kothari & Co.
Mr. Vasanth Bajaj	Scrutinizer
Mr. Sunil Kumar	Secretarial Team, TCI
Ms. Bhavna Sharma	Secretarial Team, TCI

Chairman of the meeting

Mr. D P Agarwal, Chairman of the Board of Directors, took the Chair and presided over the meeting.

Mr. D P Agarwal, Chairman & Managing Director of the Company being interested in the item no. 2, 3, 4 and 6 of the AGM Notice dated 14th May 2025. Therefore, Mr. Ravi Uppal, Independent Director of the Company, was elected to take the chair with the permission of all the members present when those items were taken up.

Quorum for the meeting

101 members out of which 12 were promoters and promoter group and 89 were public present through VC/ OAVM, holding a total of 4,92,60,063 Equity Shares were present at the meeting (64.23% of the total paid up capital as on the date of the meeting).

After ascertaining requisite quorum, the Chairman called the meeting in order and commenced the proceedings of the AGM.

Instructions to attend the meeting

At the start of the meeting, Ms. Bhavna Sharma welcomed the shareholders to the meeting and acquainted them with the basic instructions related to meeting being held through Video Conferencing/ other Audio Visual Means and E-voting facility.

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Thereafter she requested the Chairman to address the meeting.

Introduction of Directors and other attendees

The Chairman introduced the directors attending the meeting one by one. The Chairman of Audit & Risk Management Committee, Compensation/Nomination & Remuneration Committee & that of Stakeholders' Relationship Committee confirmed their presence in the meeting.

Ms. Bhavana Sharma informed that the Group CFO, the Secretarial Team of the Company, representatives of Secretarial & Statutory Auditors and the Scrutinizer were also present at the meeting.

Notice of the Meeting

With the consent of the members present, the notice dated 14th May 2025 convening the 30th Annual General Meeting (AGM) was taken as read.

Statutory Registers

The Register of members, Register of Directors' Shareholding, original Minutes of the General Meetings and other Statutory Registers were made available for inspection by the members during the meeting.

E-Voting facility

The Chairman informed that the AGM was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). The Chairman informed the shareholders that in terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended to the shareholders remote E-voting facility. The cut-off date for the purpose was Monday, 21st July 2025. The E-voting period commenced at 09.00 A.M. on Thursday, 24th July 2025 and ended at 05.00 P.M. on Sunday, 27th July 2025.

The Chairman enlightened the Shareholders about the availability of remote e-voting and e-voting system during the AGM for those present in the meeting and who have not cast their' votes through remote e-voting. Thereafter, he informed about the appointment of Scrutinizer Mr. Vasanth Bajaj, Practicing Company Secretary for remote e-voting and e-voting system during the AGM.

Chairman Speech

The Chairman delivered his speech giving an overview of the financial performance of the Company during the year ended 31st March 2025 and future outlook of the management.

Auditors' Report

The Chairman informed that that the Auditors' Report did not contain any qualification or adverse remarks, it was not required to be read.

Accordingly, the Auditors' Report was taken as read.

Discussion on business/resolutions

Thereafter, Ms. Bhavna Sharma took up and read out the resolutions, as set forth in the AGM notice, as under:

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S. No.	Details of Resolutions	Resolution type
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ("FY") ended 31st March 2025 together with the Reports of Directors and Auditors thereon.	Ordinary
2	To appoint a director in place of Mr. D P Agarwal (DIN: 00084105), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	To appoint a director in place of Mr. S N Agarwal (DIN: 00111187), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
SPECIAL BUSINESS		
4	Continuation of the appointment of Mr. S N Agarwal (DIN: 00111187) as Non-Executive Director aged 80 years.	Special
5	Re-appointment of Mr. Vikrampati Singhania (DIN: 00040659) as Non-Executive Independent Director for the second term of 5 (Five) consecutive years.	Special
6	To consider and approve payment of remuneration to Non-Executive Directors by way of commission for a period of five years effective from FY 2025-26.	Special
7	Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other similar Instruments.	Special
8	Appointment of M/S Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditors.	Ordinary

Q&A Session

Thereafter, the Chairman invited the members to raise queries on the Company's financials and businesses.

Upon being invited, the members raised their queries. The queries were mostly related to the financial performance of the company during the financial year gone by, Capex plans and Future plans of the Company.

The Chairman invited Mr. Vineet Agarwal, Managing Director to answer queries raised by the shareholders upon which he responded to the queries at length and covered all the queries raised by the members.

Thereafter, Ms. Bhavna Sharma conveyed instructions to the shareholders with respect to E-Voting informing them about the fact that the shareholders who had not cast their vote through remote e-voting could cast their vote on CDSL e-voting platform. She further informed that the e-voting window was open for another 15 minutes after the conclusion of the meeting and that the proceedings of the meeting would be closed after all the members had cast their vote through e-voting i.e. 15 minutes after the conclusion of the meeting.

Ms. Bhavna Sharma further announced that the combined result of E-Voting and the ballot paper voting will be disseminated to the stock exchanges and will also be placed on the website of the Company within 48 hours of the conclusion of the Annual General Meeting.

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Thereafter, the Chairman thanked all the shareholders for their presence & support and thereafter, declared the 30th Annual General Meeting closed. The meeting concluded at 10:35 A.M. The E-voting facility was kept open for the next 15 minutes to enable the Shareholders to cast their vote.

Combined Results of the remote e-voting and voting at the venue of the Annual General Meeting on the Ordinary and Special Businesses at the Annual General Meeting of the Company:

The Scrutinizer, Sh. Vasanth Kumar Bajaj, representing M/s. V K Bajaj & Associates, Company Secretaries, submitted his Report dated 29th July, 2025, containing the combined results of remote e-voting during 9.00 A.M. (IST) on Thursday, 24th July, 2025 and till 5:00 P.M. (IST) on Sunday, 27th July, 2025 and voting at the Annual General Meeting held on 28th July, 2025, on all the Resolutions as summarized below:

Consolidated Voting Results of the 30th Annual General Meeting

TRANSPORT CORPORATION OF INDIA LIMITED								
Date of the AGM/EGM		28-07-2025						
Total number of shareholders on record date		50968						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing		101						
Promoters and Promoter Group:		12						
Public:		89						
Resolution No.	1							
Resolution required : (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ("FY") ended 31st March 2025 together with the Reports of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/ (1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/ (2)] * 100	% of Votes against on votes polled (7) = [(5)/ (2)] * 100
Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000

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Public-Institutions	E-Voting	1,19,78,60	1,04,27,233	87.0488	1,04,27,233	0	100.0000	0.0000
	Poll	6	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,04,27,233	87.0488	1,04,27,233	0	100.0000	0.0000
Public non-institutions	E-Voting	1,20,03,52	6,55,796	5.4634	6,55,619	177	99.9730	0.0270
	Poll	8	54,718	0.4558	54,718	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,10,337	177	99.9751	0.0249
Total		7,66,97,35	6,32,61,913	82.4825	6,32,61,736	177	99.9997	0.0003

Resolution No. 2								
Resolution required: (Ordinary/Special)	ORDINARY - To appoint a director in place of Mr. D P Agarwal (DIN: 00084105) who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
Public Institutions	E-Voting	1,19,78,606	1,05,73,938	88.2735	1,03,23,065	2,50,873	97.6274	2.3726
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,05,73,938	88.2735	1,03,23,065	2,50,873	97.6274	2.3726
Public - non-	E-Voting	1,20,03,528	6,55,796	5.4634	6,55,583	213	99.9675	0.0325
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000

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Instit. utions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,10,301	213	99.9700	0.0300
Total		7,66,97,357	6,34,08,618	82.6738	6,31,57,532	2,51,086	99.6040	0.3960

Resol ution No. 3

Resol ution requir ed: (Ordinary/ Special)
 ORDINARY - To appoint a director in place of Mr. S N Agarwal (DIN: 00111187) who retires by rotation and being eligible, offers himself for re-appointment

Whet her prom oter/ prom oter group are intere sted in the agend a/reso lution ?
 Yes

Categ ory	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3) = $\frac{[(2)]}{(1)]} * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)]}{(2)]} * 100$	% of Votes against on votes polled (7) = $\frac{[(5)]}{(2)]} * 100$
Prom oter and Prom oter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
Public - Institu tions	E-Voting	1,19,78,606	1,05,73,938	88.2735	1,03,38,498	2,35,440	97.7734	2.2266
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,05,73,938	88.2735	1,03,38,498	2,35,440	97.7734	2.2266
Public - non-institu tions	E-Voting	1,20,03,528	6,55,796	5.4634	6,55,583	213	99.9675	0.0325
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,10,301	213	99.9700	0.0300
Total		7,66,97,357	6,34,08,618	82.6738	6,31,72,965	2,35,653	99.6284	0.3716

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Resolution No. 4								
Resolution required: (Ordinary / Special)	SPECIAL - Continuation of appointment of Mr. S N Agarwal (DIN: 00111187) as Non-Executive Director aged 80 years							
Whether promoter / promoter group are interested in the agenda/r resolution ?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
Public-Institutions	E-Voting	1,19,78,606	1,05,73,938	88.2735	1,04,80,660	93,278	99.1178	0.8822
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,05,73,938	88.2735	1,04,80,660	93,278	99.1178	0.8822
Public-non-institutions	E-Voting	1,20,03,528	6,55,796	5.4634	6,55,459	337	99.9486	0.0514
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,10,177	337	99.9526	0.0474
Total		7,66,97,357	6,34,08,618	82.6738	6,33,15,003	93,615	99.8524	0.1476

Resolution No. 5								
Resolution required: (Ordinary / Special)	SPECIAL - Re-appointment of Mr. Vikrampati Singhania (DIN: 00040659) as Non-Executive Independent Director for the second term of 5 (Five) consecutive years							
Whether promoter / promoter group are interested	No							

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in the agenda/ resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
Public-Institutions	E-Voting	1,19,78,606	1,05,73,938	88.2735	97,88,703	7,85,235	92.5739	7.4261
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,05,73,938	88.2735	97,88,703	7,85,235	92.5739	7.4261
Public-non-institutions	E-Voting	1,20,03,528	6,55,796	5.4634	6,51,958	3,838	99.4148	0.5852
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,06,676	3,838	99.4598	0.5402
Total		7,66,97,357	6,34,08,618	82.6738	6,26,19,545	7,89,073	98.7556	1.2444

Resolution 6								
Resolution No.								
Resolution required: (Ordinary/Special)	SPECIAL - To consider and approve payment of remuneration to Non-Executive Directors by way of commission for a period of five years effective from FY 2025-26							
Whether promoter/promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)]}{*100}$

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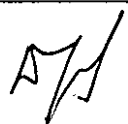
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Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000	
Public-Institutions	E-Voting	1,19,78,606	1,05,73,938	88.2735	1,05,73,938	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Total			1,05,73,938	88.2735	1,05,73,938	0	100.0000	0.0000	
Public-non-institutions	E-Voting	1,20,03,528	6,55,796	5.4634	6,55,034	762	99.8838	0.1162	
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Total			7,10,514	5.9192	7,09,752	762	99.8928	0.1072	
Total			7,66,97,357	6,34,08,618	82.6738	6,34,07,856	762	99.9988	0.0012

Resolution No. 7								
Resolution required: (Ordinary / Special)	SPECIAL - Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other similar Instruments							
Whether promoter / promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	E-Voting	1,19,78,606	1,05,73,938	88.2735	1,05,73,938	0	100.0000	0.0000

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Public-Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,05,73,938	88.2735	1,05,73,938	0	100.0000	0.0000
Public-non-institutions	E-Voting	1,20,03,528	6,55,796	5.4634	6,55,284	512	99.9219	0.0781
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,10,002	512	99.9279	0.0721
Total		7,66,97,357	6,34,08,618	82.6738	6,34,08,106	512	99.9992	0.0008

Resolution No. 8								
Resolution No.	ORDINARY - Appointment of M/S Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditors							
Resolution required : (Ordinary/Special)								
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	5,27,15,223	5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			5,21,24,166	98.8788	5,21,24,166	0	100.0000	0.0000
Public-Institutions	E-Voting	1,19,78,606	1,05,65,118	88.1999	1,05,65,118	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			1,05,65,118	88.1999	1,05,65,118	0	100.0000	0.0000
Public-non-institutions	E-Voting	1,20,03,528	6,55,796	5.4634	6,55,584	212	99.9677	0.0323
	Poll		54,718	0.4558	54,718	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			7,10,514	5.9192	7,10,302	212	99.9702	0.0298
Total		7,66,97,357	6,33,99,798	82.6623	6,33,99,586	212	99.9997	0.0003

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DECLARATION OF VOTING RESULTS

On the basis of the above Scrutinizer's Report dated 29th July, 2025, Mr. D P Agarwal, Chairman & Managing Director of the Company announced the results of AGM on 30th July,

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2205 through the website of the Company, Central Depository Services (India) Limited (CDSL), BSE Limited and National Stock Exchange of India Limited, that all the resolutions for the Ordinary and Special Businesses as set out at item nos. 1 to 8 of the Notice of the 30th Annual General Meeting of the Company, had been duly passed by a requisite majority:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ("FY") ended 31st March 2025 together with the Reports of Directors and Auditors thereon**

The following resolution was passed as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025 and the report of Auditors thereon, as circulated to the Members and laid before the meeting, be considered, received and adopted."

2. **To appoint a director in place of Mr. D P Agarwal (DIN: 00084105) who retires by rotation and being eligible, offers himself for re-appointment**

The following resolution was passed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. D P Agarwal (DIN: 00084105) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint a director in place of Mr. S N Agarwal (DIN: 00111187) who retires by rotation and being eligible, offers himself for re-appointment**

The following resolution was passed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. S N Agarwal (DIN: 00111187) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **Continuation of the appointment of Mr. S N Agarwal (DIN: 00111187) as Non-Executive Director aged 80 years**

The following resolution was passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Compensation/Nomination and Remuneration Committee ("CNRC") and the Board of Directors, consent of the Members be and is hereby accorded to the continuation of appointment of Mr. S N Agarwal (DIN: 00111187) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN: 00380300) and/or Mr. Ashish Kumar Tiwari - Group CFO and/or the Company Secretary &

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Compliance Officer be & are hereby jointly/severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

5. **Re-appointment of Mr. Vikrampati Singhania (DIN: 00040659) as Non-Executive Independent Director for the second term of 5 (Five) consecutive years**

The following resolution was passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Compensation/Nomination and Remuneration Committee ("CNRC") and approval of the Board of Directors, the reappointment of Mr. Vikrampati Singhania (DIN: 00040659), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for re-appointment as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for the second term of five consecutive years commencing from 5th July, 2026 upto 4th July, 2031, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vikrampati Singhania be paid such remuneration/fees and/ or commission as the Board of Directors may approve considering the recommendations made by the CNRC and subject to such limits, prescribed or as may be prescribed from time to time, to be received in the capacity of Non-Executive Independent Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be expedient to give effect to this resolution."

6. **To consider and approve payment of remuneration to Non-Executive Directors by way of commission for a period of five years effective from FY 2025-26**

The following resolution was passed as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 197, 198 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded for the payment of commission to the Non-Executive Directors of the Company, for a period of five years, commencing from FY 2025-26, as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per annum shall not exceed 0.5% of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Companies Act, 2013, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary be & are hereby jointly/severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

7. **Authorize Borrowings by way of Issuance of Non- Convertible Debentures/Bonds/Other similar Instruments**

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The following resolution was passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", 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 borrow from time to time by making offer(s) or invitation(s) to subscribe or issuance of redeemable Non-Convertible Debentures (NCD)/Bonds/Other similar instruments, whether secured or unsecured, on a private placement basis, in one or more tranches, upto an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) in one or more tranches/ series during a period of one year from the date of passing of this resolution to such persons as identified by the Board of Directors of the Company, on such terms and conditions, as the Board may, from time to time, determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. Appointment of M/s. Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditors

The following resolution was passed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereof and based upon recommendations of the Audit Committee and approval of the Board of Directors of the Company, M/s. Vinod Kothari Company, Practicing Company Secretaries, Kolkata (a Peer Reviewed Firm of Company Secretaries in Practice) bearing Firm Registration No. P1996WB042300, Peer Review Certificate No. 4123/2023, be and is hereby appointed as Secretarial Auditors of the Company for a term of five years effective from the financial year 2025-26 till the financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

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RESOLVED FURTHER THAT the Secretarial Auditors so appointed under Para I, be and are hereby exempted from attending the Annual General Meeting to be held during their tenure.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary and Compliance officer be & are hereby jointly/severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

Date of entry: 08/08/2025

Place: Gurugram

Date of signing: 13/08/2025


D P Agarwal
Chairman

Mr. Dharmpal Agarwal

DIN No - 00084105

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