

# AGM NOTICE

NOTICE is hereby given that the 4th (Fourth) ANNUAL GENERAL MEETING ("AGM") of the Members of Tejas Cargo India Limited ("the Company") will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Tuesday, the 30th day of September, 2025 at 11:30 A.M. to transact the following business:

## ORDINARY BUSINESS:

### 1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2025:

- a) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Reports of the Statutory Auditor and Board of Directors thereon, be and are hereby considered, approved and adopted."

- b) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Report of the Statutory Auditor thereon, be and are hereby considered, approved and adopted."

### 2. Retirement by Rotation:

To appoint a Director in place of Mr. Chander Bindal (DIN: 03221817), Chairman and Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Chander Bindal (DIN: 03221817), Chairman and Managing Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation."

### 3. Appointment of Statutory Auditors to fill Casual Vacancy and fix their remuneration:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder, and in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments or modifications thereto, and based on the recommendation of Audit Committee, consent of the Members of the Company be and is hereby accorded to appoint M/s. A H P N & Associates, Chartered Accountants (Firm Registration No. 009452N) as Statutory Auditor of the Company to fill the casual vacancy, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually decided between the Board of Directors and the Statutory Auditor.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

## SPECIAL BUSINESS:

### 4. Appointment of Mr. Sourabh Nawal (DIN: 09790836) as Non-Executive Director of the Company, liable to retire by rotation:

To consider and, if thought fit, the following resolution as **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Sourabh Nawal (DIN: 09790836), who, based on the recommendation of the Nomination Remuneration and Compensation Committee, was appointed as an Additional Director (Category: Non-Executive) of the Company by the Board of Directors



on and with effect from June 11, 2025, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolutions, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolutions.”

For and on behalf of the Board of Directors

**By the order of the Board**

**For Tejas Cargo India Limited**

**(Formerly known as Tejas Cargo India Private Limited)**

Sd/-

**Raveena Gupta**

**Company Secretary & Compliance Officer**

**M.No. A46718**

**Address: 127/14, Onkar Nagar-B,  
Tri Nagar, Delhi- 110035**

**Place: Faridabad, Haryana**

**Date: September 04, 2025**

#### **NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. Pursuant to General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 4th AGM of the Company is being conducted through VC / OAVM.

The deemed venue for the 4th AGM shall be the Registered Office of the Company.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the

facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. 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 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.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
7. **Cut-off Date**  
The Company has fixed Tuesday, September 23, 2025, as the “Cut-Off Date” for remote e-voting. The remote e-voting/ voting rights of the shareholders/ beneficial owners shall be reckoned based on the equity shares held by them as at close of business hours on the Cut-Off Date i.e. Tuesday, September 23, 2025, only. A person who is not a Member as on the Cut-Off Date



should treat this Notice for information purposes only.

8. Pursuant to Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the share transfer books of the Company will remain closed from Wednesday, September 24, 2025, to Tuesday, September 30, 2025, (both days inclusive) for the purpose of the AGM of the Company
9. The Company has appointed Mr. Abhishek Gupta, Proprietor M/s Abhishek Gupta and Associates, a Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and through poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report has been uploaded on the website of the Company at [www.tcipl.co.in](http://www.tcipl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Members desiring any additional information with regard to Accounts/ Annual Report or have any question or query are requested to write to the Company Secretary on the Company's compliance email-id [compliance.officer@tcipl.com](mailto:compliance.officer@tcipl.com) from Thursday, September 25, 2025 (09:00 A.M.) upto Saturday, September 27, 2025 (05:00 P.M.) so as to enable the Management to keep the information ready. Please note that the Members' questions will be answered only if they continue to hold the Company's shares as of Tuesday, September 23, 2025, i.e. the 'Cut-Off Date' for e-voting.

12. Copies of all the documents mentioned above will be kept open for inspection at the Registered Office of the Company during normal business hours (09:00 A.M. to 05:00 P.M.) on all working days except Saturdays and Sundays, up to the date of the AGM of the Company.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- i. **The remote e-voting period begins on Saturday, September 27, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

### NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.





2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the

‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**



1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsabhishekgupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go

through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [compliance.officer@tcipl.in](mailto:compliance.officer@tcipl.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [compliance.officer@tcipl.in](mailto:compliance.officer@tcipl.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance.officer@tcip.in](mailto:compliance.officer@tcip.in). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID, PAN and mobile number at [Company compliance.officer@tcip.in](mailto:compliance.officer@tcip.in) in between Thursday, September 25, 2025 (9.00 a.m. IST) and Saturday, September 27, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



# Annexure-1 to Notice

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below:

Name of the Director	Mr. Chander Bindal
DIN	03221817
Date of Birth	10/08/1982
Date of Appointment	26/03/2021
Date of first appointment on the Board	26/03/2021
Date of appointment at current designation	21/10/2024
Category	Promoter
Qualification	Bachelor of Commerce from University of Delhi and he has also been awarded the Certificate of Business Professional Programmer from DOEACC Society
Nature of expertise in specific functional areas and Experience	Mr. Chander Bindal is the Promoter of our Company and he has almost 15 (fifteen) years of experience in the logistics industry. Prior to joining our Company, he was associated with Trans Cargo India as the Business Development Head.
Terms and conditions of appointment/ reappointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, which will be within the overall limit approved by the Shareholders.
Number of shares held in the Company as on March 31, 2025	8796134
Directorship held in other Companies	I. Tejas Carriers Solutions Private Limited II. MMC Carbon Private Limited
Memberships / Chairmanships of committees of other Listed Companies (including in Tejas Cargo India Limited), along with listed entities from which the person has resigned in the past three years	I. Chairman of Stakeholder Relationship Committee of Tejas Cargo India Limited II. Chairman of Finance and Management Committee of Tejas Cargo India Limited
Relationships between Directors inter-se	Manish Bindal-Brother
Last Drawn Remuneration and No. of Board Meetings attended during the year	Compensation pertaining to Financial Year 2024-25: Fixed:1,20,00,000/- p.a Variable, etc: NA
Fixed:1,20,00,000/- p.a	Remuneration payable for the Financial Year 2025-26: Fixed:1,20,00,000/- p.a Variable, etc: NA
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/ CML/2018/24 dated 20th June, 2018	is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority

**Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below:**

Name of the Director	Mr. Sourabh Nawal
DIN	09790836
Date of Birth	22/12/1990
Date of Appointment	11/06/2025
Date of first appointment on the Board	11/06/2025
Date of appointment at current designation	11/06/2025
Category	Professional
Qualification	B.Tech in Mechanical Engineering from Vellore Institute of Technology
Nature of expertise in specific functional areas and Experience	13 years of experience in the field of automobiles
Terms and conditions of appointment/ reappointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors
Number of shares held in the Company as on March 31, 2025	None
Directorship held in other Companies	I. Zentara Engineering Private Limited II. Nordic Design House Private Limited III. Bhagwan Dass & Sons Fastners Private Limited
Memberships / Chairmanships of committees of other Listed Companies (including in Tejas Cargo India Limited), along with listed entities from which the person has resigned in the past three years	I. Member of Audit Committee of Tejas Cargo India Limited II. Member of Nomination & Remuneration Committee of Tejas Cargo India Limited
Relationships between Directors inter-se	None
Last Drawn Remuneration and No. of Board Meetings attended during the year	Compensation pertaining to Financial Year 2024-25: Not Applicable
Remuneration to be paid	Remuneration payable for the Financial Year 2025-26: No fixed remuneration shall be paid except for the sitting fees as follows: NRC (Nomination and Remuneration Committee) Meetings: INR 5,000 per meeting attended Audit Committee Meetings: INR 5,000 per meeting attended Board Meetings: INR 10,000 per meeting attended  Sitting fees shall be paid only for the meetings actually attended by the members.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018	is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority

**EXPLANATORY STATEMENT RELATING TO THE BUSINESSES MENTIONED IN ITEM NO. 3 & 4 IN THE ACCOMPANYING NOTICE OF THE ANNUAL GENERAL MEETING (“AGM”), PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IS GIVEN BELOW:**

**Item No. 03:**

**Appointment of Statutory Auditors to fill Casual Vacancy and fix their remuneration**

M/s. Pramod Banwari Lal Agrawal & Co., Chartered Accountants, was appointed by the members in the 1st Annual general meeting to hold office and audit the financials of the company from FY 2022-23 to 2025-26. M/s. Pramod Banwari Lal Agrawal & Co. has resigned from the position of Statutory Auditor of the Company, with effect from September 04, 2025, due to preoccupation at other assignments. Prior to resignation, the latest audit report/limited review report submitted by the Statutory Auditor is dated May 28, 2025, for the year ended March 31, 2025.

The Company therefore resulting into a casual vacancy in the office of Statutory Auditor, and was required to be filled by the Board of Directors within thirty days from the date of resignation, and the new auditor so appointed would hold office until the conclusion of the next Annual General Meeting. Board appraised that the appointment of the new auditor shall also require to be approved by the shareholders of the Company at a general meeting to be convened within three months of the recommendation of the Board.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on September 04, 2025, has approved the appointment of M/s. A H P N & Associates, Chartered Accountants (Firm Registration No. 009452N), as the Statutory Auditors of the Company to fill the said casual vacancy, who have conveyed their willingness to act as Statutory Auditors of the Company along with confirmation of their eligibility under Section 141 of the Companies Act, 2013.

In accordance with the provisions of Section 139(8) of the Companies Act, 2013, any appointment made to fill a casual vacancy in the office of Statutory Auditors shall hold office until the conclusion of the next Annual General Meeting.

Accordingly, the approval of the Members is being sought for the appointment of M/s. A H P N & Associates, Chartered Accountants (Firm Registration No. 009452N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

The Board of Directors recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Further disclosure required under regulation 36(5) of SEBI (LODR) Regulations, 2015 are as follows:

S.No.	Particulars	Details
1	Proposed fees payable to the Statutory auditor	<p>The fixed remuneration for the Statutory Audit &amp; other related services, for the year 2025-26 is fixed at INR 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus</p> <p>The fixed remuneration for the Statutory Audit &amp; other related services, for the year 2025-26 is fixed at INR 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.</p> <p>Proposed fees are determined based on the scope of work, team size, industry experience, time and expertise.</p>
2	Terms of appointment	The Statutory Auditor shall hold the office till the conclusion of next Annual General meeting of the Company

S.No.	Particulars	Details
3	Brief Profile	M/s. A H P N and Associates, Chartered Accountants (FRN: 009452N), is a peer reviewed Chartered Accountant Firm having Peer Review Certificate No. 013872 and it offers a range of services inter alia under Audit & Assurance including Tax audit and Internal Financial Controls Audit, taxation, valuations and International Taxation, Management Consultancy, Bank Audits and Assurances consulting services
4	In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	There is no material change in the fee payable to such auditor from that paid to the outgoing auditor.
5	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>The Audit Committee and the Board of Directors of the Company have approved and recommended the appointment of M/s. A H P N &amp; Associates, Chartered Accountants as the statutory auditors of the Company subject to the approval of the members at the annual general meeting for the period of 1 (One) year for FY 2025-26.</p> <p>M/s. A H P N &amp; Associates, is a reputed peer reviewed seasoned and experienced firm that reflects the needs of today and that matches aspirations for the company business by rendering professional services as per the provisions of Companies act, 2013 and SEBI (LODR) Regulations and other applicable provisions.</p>

#### Item No. 4

##### Appointment of Mr. Sourabh Nawal (DIN: 09790836) as Director (Non-Executive) of the Company

Mr. Sourabh Nawal (DIN: 09790836) was appointed as an Additional Director of the Company with effect from June 11, 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company. In terms of Section 161 of the Companies Act, 2013, he holds office only up to the date of this Annual General Meeting of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Sourabh Nawal (DIN: 09790836) as an Additional Director of the Company with effect from June 11, 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sourabh Nawal for appointment as a Director of the Company, liable to retire by rotation.

Mr. Sourabh Nawal has given the following declarations/confirmations to the Company:

- » Consent to act as Director of the Company in accordance with Section 152 of the Act;
- » Declaration that he is not disqualified from being appointed as a Director by virtue of Section 164 (2) of the Act;
- » Notice of interest in other entities in Form MBP-1.

The Board considers that the appointment of Mr. Sourabh Nawal would be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Sourabh Nawal and his relatives, are concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board of Directors  
**By the order of the Board**  
**For Tejas Cargo India Limited**  
**(Formerly known as Tejas Cargo India Private Limited)**

**Sd/-**  
**Raveena Gupta**  
**Company Secretary & Compliance Officer**  
**M.No. A46718**  
**Address: 127/14, Onkar Nagar-B,**  
**Tri Nagar, Delhi- 110035**

**Place: Faridabad, Haryana**  
**Date: September 04, 2025**