



TARA CHAND LOGISTIC SOLUTIONS LIMITED
CIN: L63090CH2012PLC033556

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

Corporate Office: Site 6, Sector 10E, Kharghar- Taloja Link Road, Roadpali, Kalamboli, Navi Mumbai-410218.

Tel: +91-172-2650380; **Email:** cs@tarachandindia.in ; **Website:** www.tarachandindia.in;

Contact Person: Ms. Nishu Kansal, Company Secretary & Compliance Officer

NOTICE OF POSTAL BALLOT

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

To
All Members,
Tara Chand Logistic Solutions Limited

NOTICE is hereby given, pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (**“the Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**) (as amended from time to time) (**“the rules”**), Secretarial Standard-2 on General Meeting (the **“SS-2”**), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable laws and regulations and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the **“MCA”**), Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members of **Tara Chand Logistic Solutions Limited (“the Company”)** as Special Resolutions by means of Postal Ballot through remote electronic voting (remote e-voting). Proposed resolutions, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations, 2018, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the **“MCA”**) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (the **“MCA Circulars”**) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the **“MCA”**) in terms of the MCA Circulars, has allowed the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e- voting system.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e- voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to cs@tarachandindia.in, providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to cs@tarachandindia.in and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of Link Intime India Pvt. Ltd. to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through Link Intime Instavote system.

The remote e-voting facility is available at the link: <https://instavote.linkintime.co.in> from **Saturday, February 26, 2022 (09:00 A.M.)** and will end on **Sunday, March 27, 2022, (05:00 P.M.)**. Please refer to the instructions for casting votes through remote e voting given in this Notice and the manner in which e-voting has to be carried out only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through Link Intime India Pvt. Ltd e-Voting system.

The board of directors of the company has appointed Mr.Vijay Yadav (Membership No. 39251) , Partner of AVS & Associates, Firm of Practicing Company Secretaries as Scrutinizer (hereinafter referred to as the “**Scrutinizer**”) for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the chairman of the Company (the “**Chairman**”) or any other duly authorized person of the Company after completion of Postal Ballot/E-voting period. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before **March 29, 2022**. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website www.tarachandindia.in and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited (SME Segment) in accordance with the provisions of SEBI Listing Regulations.

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. **Sunday, March 27, 2022**, & it will be placed on the website of the Company: www.tarachandindia.in and on the website of National Stock Exchange of India Limited www.nseindia.com along with the Scrutinizer’s Report.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1 –Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

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

“RESOLVED THAT pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**) and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for migration of the Company’s present listing from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary & Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to NSE, BSE Ltd. Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director or Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by NSE and BSE and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Item No 2- To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs.150 Crores (Rupees One Hundred and Fifty Crores Only):

To consider and if thought fit and pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and in suppression of special resolution passed in the Annual General Meeting of the members held on September 28, 2018, the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs.150 Crores(Rupees One Hundred and Fifty Crores Only).

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

Item No 3-To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Rupees Only):

To consider and if thought fit and pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages on movable and/or immovable properties of the Company, present and/or future, in favour of banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs.250 Crores(Rupees Two Hundred and Fifty Crores Only).

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

Registered Office:

342 Industrial Area, Phase I,
Chandigarh-160002, India

CIN: L63090CH2012PLC033556

Tel. No. +91-172-2650380

Website: www.tarachandindia.in

E-mail: cs@tarachandindia.in

**For and on behalf of the Board of Directors of
Tara Chand Logistic Solutions Limited**

Sd/-

Nishu Kansal

Company Secretary and Compliance Officer

Membership No.: A33372

Place: Chandigarh

Date: February 21, 2022

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed Mr. Vijay Yadav (Membership No. 39251) , Partner of AVS & Associates, Firm of Practicing Company Secretaries as Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform.
3. This Postal Ballot Notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, February 18, 2022** by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, February 18, 2022**. Member who does not receive the postal ballot notice may send an email to cs@tarachandindia.in or may apply to LinkIntime India Pvt. Ltd (“Link Intime”) at enotices@linkintime.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.tarachandindia.in and website of e-Voting Agency at <https://instavote.linkintime.co.in/>.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
5. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For casting vote for the resolutions proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered with Company’s Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd. and thereafter enter required details. Member(s) may also intimate the same to the Company by writing an email at cs@tarachandindia.in. The members shall provide the following information in the email–

Full Name:
No of shares held:
PAN:
DP ID & Client ID:
Email id to be registered and Mobile No.:
 - b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to cs@tarachandindia.in or enotices@linkintime.co.in
 - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.
 - d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

6. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on February 18, 2022.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged Link Intime India Pvt. Ltd (hereinafter referred to as “Link Intime”). The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. The Shareholders are requested to note that 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.
9. Any query/grievance may please be addressed to Ms. Nishu Kansal, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@tarachandindia.in or to Link Intime India Pvt. Ltd at enotices@linkintime.co.in.
10. The members have to vote through remote e-voting platform only.
11. This Postal Ballot Notice is also placed on the website of the Company www.tarachandindia.in and is also available on the website of the stock exchange <https://www1.nseindia.com/emerge>.
12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
13. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **March 27, 2022** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Chandigarh, (in Hindi language).
16. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Link Intime India Pvt. Ltd(hereinafter referred to as “Link Intime”). The instructions for electronic voting are given in this Notice. **E-Voting will commence on February 26, 2022 at 9:00 a.m. and will end on March 27, 2022 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
17. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person duly authorized, on or before **March 29, 2022** and will also be displayed on the

Company website i.e. www.tarachandindia.in and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.

18. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

The Company has made arrangements with Link Intime India Pvt. Ltd (**‘Link intime’**) for facilitating e-voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

The voting period (including e-voting) begins on **February 26, 2022 at 9:00 a.m.** and will end on **March 27, 2022 at 5:00 p.m.** During this period, Members of the Company, holding shares as on the cut-off date (record date) of February 18, 2022 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz...<https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “Insta Vote” website for casting your vote during the remote e-Voting period.
 2. If you are 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://eservices.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 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 e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com> and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “Insta Vote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. **Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e- Voting website of Link Intime :<https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders /members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 –Migration of equity shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

Your Company is listed on the NSE Emerge Platform since March 23, 2018 and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 13,64,49,800, comprising of 1,36,44,980 equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of NSE and BSE, subject to fulfillment of other criteria as stipulated by NSE & BSE.

The Board of Directors are of the view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on February 21, 2022 has decided to migrate from NSE Emerge (SME platform of NSE) to the main board of NSE and BSE.

If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from NSE Emerge to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company at that time.

Pursuant to provisions of Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of NSE and BSE and hence Board recommends the passing of said resolution and seeks your approval.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as a Special Resolution by the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Item No. 2 -To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs.150 Crores(Rupees One Hundred and Fifty Crores Only):

As per the provisions of Section 180 of the Companies Act, 2013 read with the applicable provisions of the Companies Amendment Act, 2017, the Board of Directors of the Company cannot, except with the consent of the Shareholders of the Company in the form of Special Resolution, borrow the monies and outstanding at any point of time apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the Paid-Up Share Capital, Free Reserves and Securities Premium of the Company, that is to say, reserves not set apart for any specific purposes.

The above power can be exercised by the Board only with the consent of the Members obtained by a Special Resolution.

The members are further informed that, the Company has already taken approval of shareholders in Annual General Meeting held on September 28, 2018 for borrowing from time to time in excess of paid-up capital and its free reserves along with creation of lease, mortgage, hypothecation etc. on the assets of the Company for securing such borrowing for an amount not exceeding of Rs. 100 Crores (One Hundred Crores).

The Management is of the view that our company is well placed to capitalise on the opportunities opened up by the Government of India through its focus and thrust on infrastructure development of the country. The recently announced budget on 1st February 2022 has emphasized the Government's positive intent. The Management is keenly pursuing opportunities to expand business in this space and a need could arise to make additions to the company's current fleet of equipment. In this regard, it is proposed to increase the limit of borrowings. Your consent is therefore sought, to authorize the Board to borrow and outstanding at any time as set out in the resolution up to Rs.150 Crores(Rupees –One Hundred and Fifty Crores Only) (apart from temporary loans* obtained from the Company's bankers in the ordinary course of business) .

*"temporary loans" means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature"

Therefore members are requested to pass the necessary special resolution as mentioned in the notice. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

Item No. 3-To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Rupees Only):

As per the provisions of Section 180 of the Companies Act, 2013 read with the applicable provisions of the Companies Amendment Act, 2017, the Board of Directors of the Company cannot, except with the consent of the Shareholders of the Company in the form of Special Resolution, shall not dispose i.e. create charges, hypothecations, mortgages/equitable mortgages of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the Shareholders of the Company in the form of Special Resolution under the provisions of Section 180 (1) (a) .The above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolutions.

The members are further informed that, the Company has already taken approval of shareholders in Annual General Meeting held on September 28, 2018 for borrowing from time to time in excess of paid-up capital and its free reserves along with creation of lease, mortgage, hypothecation etc. on the assets of the Company for securing such borrowing for an amount not exceeding of Rs. 100 Crores (One Hundred Crores).

The Management is of the view that our company is well placed to capitalise on the opportunities opened up by the Government of India through its focus and thrust on infrastructure development of the country. The recently announced budget on 1st February 2022 has emphasized the Government's positive intent.The Management is keenly pursuing opportunities to expand business in this space and a need could arise to make additions to the company's current fleet of equipment which the company may get financed by way of borrowing funds from the various financial institutions within the borrowing limits of the Company and subsequently in this regard, the limit to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties under section 180 (1) (a) is proposed to be enhanced to such an extent that the Charges created for the borrowings of the Company under this resolution at any time shall not exceed in the aggregate of Rs.250 Crores(Rupees Two Hundred and Fifty Crores Only). Further it is clarified that the

limit for Charge Creation under section 180(1)(a) of the Companies Act,2013 has been kept higher at 250 crores (Two Hundred and Fifty Crores Only) than the borrowing limit of the Company as outstanding at any point of time apart from temporary loans ,since the Charges get satisfied on the Registrar of Companies only once the full and final repayment of the Borrowing amount is made and the Satisfaction letter is received from the Financial Institution on the basis of which the company can further go for compliances related to Charge Satisfaction whereas the Borrowing limit as outstanding at any point of time of the Company keeps on reducing according to the repayment made on a regular basis.

Therefore members are requested to pass the necessary special resolution as mentioned in the notice.

It is, therefore, necessary for the Members to pass Special Resolution under Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolutions.

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For and on behalf of the Board of Directors of

Tara Chand Logistic Solutions Limited

Sd/-

Nishu Kansal

Company Secretary and Compliance Officer

Membership No.: A33372

Place: Chandigarh

Date: February 21, 2022