



TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED
(Formerly Known as 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 InfraLogistic Solutions Limited

(Formerly Known as 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 resolution appended to this notice is proposed to be passed by the members of **Tara Chand Infra Logistic Solutions Limited (Formerly Tara Chand Logistic Solutions Limited)** (**‘the Company’**) as Special Resolution by means of Postal Ballot through remote electronic voting (remote e-voting). Proposed resolutions, along with the 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.

Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022, 11/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD – 2 / P/ CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (**“SEBI Circulars”**) and in compliance with the provisions of the Companies Act, 2013 (**“Act”**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations/SEBI Listing Regulations”**), 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 matter as considered in the Resolution appended below. Proposed resolution, alongwith explanatory statement pertaining to the said resolution, 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, April 01, 2023 (09:00 A.M.(IST))** and will end on **Sunday, April 30, 2023, (05:00 P.M.) (IST)**. 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 by the Company through Link Intime India Pvt. Ltd e-Voting system.

The board of directors of the company has appointed **Mr. Anand Mukherjee (Membership No. F11804), Partner of AVS & Associates, 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 the completion of the 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 **Tuesday May 2, 2023**. 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 at 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, April 30, 2023**, & 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 Resolution 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, 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.”

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

Place: Chandigarh

Date: March 28, 2023

**For and on behalf of the Board of Directors of
Tara Chand InfraLogistic Solutions Limited
(Formerly Tara Chand Logistic Solutions
Limited)**

Sd/-

Nishu Kansal

**Company Secretary and Compliance Officer
Membership No.: A33372**

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. Anand Mukherjee (Membership No. F11804), Partner of AVS & Associates, 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, March 24, 2023** 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, March 24, 2023**. Member who does not receive the postal ballot notice may send an email to cs@tarachandindia.in or may apply to Link Intime 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. 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:
DPID & 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 **Friday, March 24, 2023**.
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 by Link Intime India Pvt. Ltd (hereinafter referred to as "Linkintime"). 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/merge>.
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. **Sunday April 30, 2023** 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 LinkIntime India Pvt. Ltd (hereinafter referred to as "Link intime"). The instructions for electronic voting are given in this Notice. **E-Voting will commence on Saturday, April 01, 2023 (09:00 A.M.(IST)) and will end on Sunday, April 30, 2023, (05:00 P.M.)(IST).** 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 **May 02, 2023** 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.

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 "InstaVote" 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://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will 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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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.

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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

*Shareholders holding shares in **NSDL form**, shall provide ‘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 LIPL 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 : 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

Further this is to bring to your notice that the company had already passed the shareholders resolution for migrating to the Main board of NSE and BSE in the year 2022 and the company also received the shareholders approval for the same on 27th March,2022 .

Further based on the shareholders approval last year the company had made an application for in-principle approval to the National Stock Exchange for migration and the company has also received the approval from National Stock Exchange on 20th March,2023 .

Considering the further timeline involved in the completion of further statutory process of Migration to NSE and BSE the company requires certain more time which requires a valid shareholders resolution in place .Considering the last years resolution passed for this matter which lapsed on 27th March,2023 the company is hereby again seeking shareholders resolution for the said matter which would give the company substantial time to complete the further migration process.

Further the Board of Directors are still of the same 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 March 28, 2023 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.

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

Place: Chandigarh

Date: March 28,2023

For and on behalf of the Board of Directors of

Tara Chand InfraLogistic Solutions Limited

(Formerly Tara Chand Logistic Solutions

Limited)

Sd/-

Nishu Kansal

Company Secretary and Compliance Officer

Membership No.: A33372