

Company Secretary

Good morning everyone,
Thank you for joining us today at the 13th AGM of Tara Chand Infralogistic Solutions Limited.

I, Shefali Singhal, Company Secretary & Compliance Officer of the Company, joining this AGM from the Corporate Office of the Company in Mumbai. I extend a warm welcome to all our esteemed shareholders, honourable board members, auditors and scrutinizer for joining this AGM virtually.

This meeting is being conducted through video conferencing, facilitated by MUFG Intime India Private Limited, enabling us to seamlessly connect with all our valued stakeholders.

This Annual General Meeting (AGM) is being convened in accordance with the applicable provisions of the Companies Act, 2013, relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

To ensure seamless participation, we have made all necessary arrangements for the shareholders to attend the AGM through Video Conference (VC) and to cast their votes electronically.

The Company has taken all the requisite measures to ensure that the voting process is conducted in an efficient and transparent manner.

Further, we have 30 members present in the meeting complying with the requirement of requisite quorum under the Companies Act, 2013. and, therefore, I call the Meeting to order.

Before we commence the main proceedings of the meeting, I would like to request the Board members, who are all present with us here today, to kindly introduce themselves. May I first invite Mr. Vinay Kumar, Chairman and Managing Director of our Company, to begin the introduction.

(Company Secretary to call out names of the Directors/KMPs in the order mentioned below, one by one. Each Director/KMP will appear to greet the Shareholders.)

Mr. Vinay Kumar , Managing Director of your Company.

(Mr. Vinay Kumar to introduce himself)

Good morning, shareholders.

I am Vinay Kumar, Managing Director of the Company, joining this meeting from our Corporate Office of the Company at Navi Mumbai. I extend a warm welcome to all of you to the 13th Annual General Meeting of the Company. Thank you.

Mr. Himanshu Aggarwal, Whole Time Director and Chief Financial Officer of the Company of your Company.

(Mr. Himanshu Aggarwal to introduce himself)

Good morning, shareholders.

I am Himanshu Aggarwal , Whole Time Director and Chief Financial Officer of the Company, joining this meeting from our Corporate Office of the Company at Navi Mumbai. I extend a warm welcome to all of you to the 13th Annual General Meeting of the Company. Thank you.

	<p>Mr Suresh Kumar Thapar , Independent Director and Chairman of Audit Committee of your Company <i>(Mr Suresh Kumar Thapar to introduce himself)</i></p> <p>Good morning. I am Suresh Kumar Thapar, Independent Director of the Company and Chairman of the Audit Committee. I am attending this meeting from Dehradun through Video Conference.</p> <p>Ms. Anju Mohanty Independent (Additional) Director of your Company <i>Ms. Anju Mohanty to introduce herself)</i></p> <p>Good morning, I am Anju Mohanty, Independent (Additional) Director of the Company. I am attending the meeting from Bangalore through Video Conference .</p> <p>Mr Ajay Kumar , Whole-time Director of your Company <i>(Mr. Ajay Kumar to introduce himself)</i></p> <p>Good morning. I am Mr. Ajay Kumar, Whole-time Director of the Company. I am attending the meeting from the Registered Office of the Company.</p> <p>Ms. Neelam Pradeep Kasni Independent Director of your company <i>(Ms. Neelam Pradeep Kasni to introduce herself)</i></p> <p>Good morning. I am Ms. Neelam Pradeep Kasni, Independent Director of the Company and Chairperson of the Stakeholder Relationship Committee. I am attending the meeting from the Registered Office of the Company.</p> <p>Mr. Ashok Kumar Goel Independent Director and Chairman of Nomination and Remuneration Committee of your company <i>(Mr. Ashok Kumar Goel to introduce himself)</i></p> <p>Good morning. I am Mr. Ashok Kumar Goel, Independent Director of the Company and Chairman of the Nomination and Remuneration Committee. I am attending the meeting from the Registered Office of the Company.</p>
<p>Company Secretary</p>	<p>Further, we also have with us -</p> <p>Mr. Sangeet Kumar from Sangeet Kumar & Associates, our Statutory Auditors and</p> <p>Mr. Vijay Mahendra Yadav, Partner of AVS & Associates, our Secretarial Auditors and</p> <p>Mr. Vijay Mahendra Yadav Scrutinizer of the e-voting process for this AGM.</p> <p>Ms. Nitika Mahajan, Internal Auditor of the Company.</p>
	<p>Taking the meeting forward, while most of you are already aware of participating in the meetings through Video Conference, I would still like to take a few minutes to briefly walk you through some key procedural and technical aspects in relation to this meeting;</p> <ol style="list-style-type: none"> 1. The Company has partnered with MUFG Intime India Private Limited to facilitate remote e-voting, e-voting during the AGM and participation in the AGM through video conferencing. 2. The facility to join the AGM through video conference is available to the Members on a ‘first come-first-serve’ basis. 3. Participation of Members through video conference is being recorded as a statutory

requirement.

4. Members attending the AGM from the venue and through video conference are being counted for the purpose of reckoning the quorum under Section 103 of the Act and as per MCA Circulars.
5. As the AGM is being held through Video Conference, the facility for appointment of proxies by the members is not applicable.
6. The Registers maintained under Section 170 (Register of Directors & KMPs and their shareholding) and Section 189 (Register of Contracts or Arrangements) of the Companies Act, 2013 are available with the Company. Members seeking to inspect these documents can send their request to the Company's official email ID.
7. During AGM, if a member faces any technical issues, they may contact the helpline no. mentioned in the Notice of the AGM.
8. All Members who have joined this meeting are, by default, placed on 'mute' by the host to prevent any disturbance or inconvenience arising from the background noise and to ensure smooth and seamless conduct of meeting proceedings.
9. To begin speaking, shareholders are requested to click the 'Video on' button once and wait till the video is on. If the shareholder is not able to join through video for any reason, the shareholder may participate through audio mode.
10. While speaking, we would request the speaker to –
 - (a) Use earphones so that he or she is clearly audible,
 - (b) Minimize any noise in the background,
 - (c) Ensure that Wi-Fi is not connected to any other device(s),
 - (d) No other background applications are running and
 - (e) There is proper light to have a good video experience.
11. The Remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Thursday, 4th September, 2025. The voting window was open from 09:00 AM IST on Monday, 8th September, 2025 to 05:00 PM IST on Wednesday, 10th September, 2025. Remote e-voting was disabled thereafter at 05:00 PM on 10th September, 2025.
12. Members who have not cast their vote earlier through remote e-voting, can cast their votes now during the meeting using the e-voting facility provided By MUFG Intime India Private Limited.
13. The members who have casted their vote by remote e-voting prior to the meeting are not permitted to cast their vote again.
14. As the AGM is being conducted through video conferencing and the resolutions mentioned in the Notice convening this AGM have already been put to vote through remote e-voting, there

will be no requirement for proposing or seconding the resolutions during the meeting.

15. The Company has not received any authorized representations, along with board resolutions from corporate shareholders appointing and authorizing representatives under Section 113 of the Companies Act, 2013.

Further, the Notice convening this meeting and a copy of the Annual Report for the financial year ended March 31, 2025, has already been circulated electronically to the members of the Company.

With your permission, I shall take them as read.

Members are informed that the Statutory Auditor's report contain no qualifications and accordingly, Audit Report is taken as read.

The Members are hereby informed that the Secretarial Auditor's report contains an observation which is self-explanatory. The management's response or view on the same is mentioned in the Annual Report. Accordingly, the report of the Secretarial Auditors taken as read.

Now we may take up the items as per the agenda.

There are a total of 8 agenda items proposed for shareholders' approval, out of which 2 items relate to Ordinary Business and 6 items relate to Special Business as follows:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements for the financial year ended March 31, 2025**
2. **Re-Appointment of Mr. Ajay Kumar as a Director, liable to retire by rotation, who has offered himself for reappointment.**

SPECIAL BUSINESS:

3. **Approval of 'Tara Chand Infralogistic Solutions Limited – Employee Stock Option Scheme 2025' ("ESOS 2025"/ "Scheme").**
4. **Approval of granting of stock options to the employees of Subsidiary Company(ies) or Associate Company(ies) (present & future) under 'Tara Chand Infralogistic Solutions Limited – Employee Stock Option Scheme 2025' ("ESOS 2025"/ "Scheme").**
5. **Appointment AVS & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years w.e.f. 01 April, 2025.**
6. **To approve the continuation of Directorship of Mr. Ashok Kumar Goel (DIN: 00888960), Non-Executive Independent Director of the Company, who will attain the age of the seventy-five (75) years in this Financial Year and to pass the following resolution with or without modification(s).**

	<p>7. To re-appoint Ms. Neelam Pradeep Kasni (DIN: 09758749) as Non-Executive Independent Director on Board of Directors of the Company.</p> <p>8. To re-appoint Mr. Suresh Kumar Thapar (DIN: 09758789) as Non-Executive Independent Director on Board of Directors of the Company.</p> <p>The Explanatory statements relating to the resolutions, as required, are already set out in the Notice of the 13th AGM and are deemed as read.</p> <p>Further, I would like to inform that the Company has received requests from 3 members to register themselves as a speaker at the meeting. Please speak when moderator calls your name. Kindly note each speaker will be provided 2 minutes to speak.</p> <ul style="list-style-type: none"> • 1 First name - wait for 30-45 seconds for them to respond. if no response "Since, Mr./Ms. first speaker is not present, we shall move forward to next speaker. <p><i>I now request, Chairman of the Meeting, Mr. Vinay Kumar, to take forward the proceedings.</i></p> <p><i>Then the Chairman shall read his speech. (Given separately)</i></p>
<p>Himanshu Aggarwal</p>	<p>I would request Mr. Himanshu Aggarwal, Whole Time Director and Chief Financial Officer ('CFO') of the Company, to take over the further proceedings.</p> <p><i>Whole Time Director and CFO to deliver his speech.</i></p>
<p>Chairman</p>	<p>Chairman Speech</p> <p><i>"MD to deliver the MD's Speech".</i></p> <p>Thank you.</p> <p><i>After his speech he will say that ----- I now request Ms. Shefali Singhal, Company Secretary to continue with the meeting.</i></p>
<p>Company Secretary</p>	<p>Members are now requested to note that voting on the Instavote platform of MUFG Intime India Private Limited will remain open for the next 15 minutes to enable the members to cast their votes. Therefore, Members who have not cast their votes yet are requested to do so.</p> <p>Mr. Vijay Mahendra Yadav, Practicing Company Secretary, has been appointed as the Scrutinizer for this Meeting.</p> <p>The results will be announced within 2 working days of conclusion of this meeting and the same would be intimated to the Stock Exchange and uploaded on MUFG Intime India Private Limited's website. The requisite quorum was present throughout the meeting.</p> <p>I am grateful to all our shareholders for attending this Meeting and for your continued support.</p> <p>I thank the Board of Directors & Auditors of the Company for joining this Meeting.</p> <p>With this, I hereby declare the meeting as concluded and wish all the shareholders a great association</p>

with the Company in the years to come.

I, along with the secretarial team, will remain online for some more time until the e-voting concludes.

Thank you very much!

The Chairman along with the Board Members will leave the Meeting.

A countdown of 15 minutes is to be displayed on the screen.