



**TCI FINANCE LIMITED**  
**CIN: L65910TG1973PLC031293**  
**Regd Office: Plot No. 20, Survey No. 12, 4th Floor, Kothaguda, Kondapur,**  
**Hyderabad - 500081, Telangana**  
**Email Id: investors@tcifl.in Ph:04071204284**  
**Website: www.tcifl.in**

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### **NOTICE**

**Notice is hereby given that an Extraordinary General Meeting of the members of TCI Finance Limited ("the Company") will be held on Saturday, the 30<sup>th</sup> day of January, 2021 at 12.30 P.M (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:**

*The Proceedings of the Extraordinary General Meeting ("EGM") shall be deemed to be conducted at the Registered office of the Company at Plot No. 20, Survey No.12, 4<sup>th</sup> Floor, Kothaguda, Kondapur Hyderabad – 500081, Telangana, India*

#### **SPECIAL BUSINESS:**

**Item No. 1: Re-classification of Gati Limited from "Promoter and Promoter Group" category to "Public" category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval from the BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the members be and is hereby accorded to the reclassification of Gati Limited, "Promoter Group" Category to the "Public" Category in the shareholding of the Company. "

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited(as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be

required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.

By Order of the Board  
For **TCI FINANCE LIMITED**

**Srishti Soni**  
Company Secretary  
(M.No. A46395)

Hyderabad,  
06-01-2021

**Registered Office:**  
Plot No.20, Survey No.12, 4<sup>th</sup> Floor,  
Kothaguda, Kondapur ,  
Hyderabad-81  
Tel: +91 040-7120 4284  
Fax: +91 040-2311 2318

CIN: L65910TG1973PLC031293  
Website: [www.tcifl.in](http://www.tcifl.in)  
Email: [investors@tcifl.in](mailto:investors@tcifl.in)

#### **NOTES:**

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide General circular no.14/2020 dated April 8, 2020, General circular No. 17/2020 dated April 13, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020 and General Circular No. 39/2020 dated December 31, 2020 respectively, (collectively referred to as "MCA Circulars) permitted the holding of EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA Circulars, the Extraordinary General Meeting ("EGM") of the Company is being held through VC / OAVM, without the presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered office of the Company which shall be the deemed Venue of the e-EGM.
2. In Compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the Extraordinary General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-EGM."
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at an Extraordinary General Meeting is annexed hereto.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.
5. All the Members of the Company are encouraged to attend the EGM through VC/OAVM mode and vote electronically.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

However, pursuant to Section 113 of Companies Act, 2013, Body Corporates are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the EGM, through VC or OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to [investors@tcifl.in](mailto:investors@tcifl.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act or any other document as per the Act, may please be sent to [investors@tcifl.in](mailto:investors@tcifl.in)
8. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.  
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agents along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).
10. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents etc., to the shareholders through email, wherever the email addresses are available. Members are requested to register/update their email addresses, with the Depository Participant (in case of shares held in depository form) or Kfin Technologies Private Limited (in case shares held in physical form).

Members holding shares in physical mode or who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by sending a duly signed request letter to the Company's R&T Agent viz. Kfin Technologies Private Limited ("RTA") at [einward.ris@kintech.com](mailto:einward.ris@kintech.com). by providing Name, Folio No. and complete address of the Member along with self-attested copy of the PAN Card.

Members holding shares in Dematerialized mode, who have not registered/updated their email addresses with their Depository Participants are requested to register/update their email addresses with their respective Depository Participants with whom they maintain their

Demat Account.

11. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. 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 this EGM without restriction on account of first come first served basis.
12. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
13. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and 31<sup>st</sup> December, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the EGM will be provided by National Securities Depository Limited (NSDL).
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.tcifl.in](http://www.tcifl.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM 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).

#### **PROCEDURE FOR JOINING THE EXTRAORDINARY GENERAL MEETING THROUGH VC/OAVM**

15. NSDL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
16. Members will be able to attend the EGM through VC/ OAVM or view the live webcast of EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM.
17. 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 below in the Notice.
18. Members are encouraged to join the Meeting through Laptops for better experience.
19. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
20. 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.

21. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[18001020990](tel:18001020990)/1800224430 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/022-24994360 or Ms. Pallavi Mathre, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
22. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@tcifl.in](mailto:investors@tcifl.in) The Speaker Registration will be open during Monday, 25th January, 2021 to Wednesday 27th January, 2021.
23. 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 [investors@tcifl.in](mailto:investors@tcifl.in). The same will be replied by the company suitably.
24. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
25. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
26. **Procedure for remote e-Voting and e-Voting during the EGM:**
  - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Regulations (as amended), and the MCA Circulars, the Company is providing facility to the Members to cast their vote on the matter set forth in EGM Notice, either by way of “remote e-voting” facility, prior to the EGM or by way of electronic voting system during the EGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means, as the authorized agency.

The e-voting facility will be available during the following period:

**Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, 25th January, 2021**

**End of remote e-voting: Up to 5.00 p.m. (IST) on Friday 29th January, 2021**

- b. The Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM

- c. The Board of Directors has appointed Mr. Tapasvilal Deora, Practicing Company Secretary, as Scrutinizer for conducting the remote e-voting process and voting process during the meeting in a fair and transparent manner.
- d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e Friday, 22nd January, 2021. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e Friday, 22nd January, 2021, only shall be entitled to cast their votes by remote e-voting as well as avail the facility of e-voting at the EGM through VC/OAVM.

- e. The Members who have cast their vote by remote e-voting prior to EGM may also attend /participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- f. The login ID and password for e-voting is being sent to the members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- g. Any person who become members of the Company after emailing of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 22<sup>nd</sup> January, 2021, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy to [investors@tcifl.in](mailto:investors@tcifl.in). However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- h. The Scrutinizer, after scrutinizing the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than 48 hours from the conclusion of the EGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.tcifl.in](http://www.tcifl.in) and on the website of NSDL i.e. <https://www.evoting.nsdl.com/>. The results shall simultaneously be communicated to the Stock Exchanges.
- i. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting, i.e. Saturday, January 30, 2021.
- j. 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.
- k. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

### **Instructions:**

#### **Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password 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.

- iv. Your User ID details will be as per details given below:
  - 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\*\*\*).

v. Your password details 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 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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'.
  - ii. If your email ID is not registered, please follow steps mentioned below-
    - 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 ([investors@tcifl.in](mailto:investors@tcifl.in)).
    - 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 ([investors@tcifl.in](mailto:investors@tcifl.in)).
    - Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned above.
- vi. 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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### **Item No. 1: Re-classification of Gati Limited from "Promoter and Promoter Group" category to "Public" category.**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as amended, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfillment of conditions provided therein.

The Company had received request letter from Gati Limited, one of the Promoters of the Company for reclassification from the 'Promoter and Promoter Group' category to 'Public' category on 4<sup>th</sup> December, 2019 in accordance with Regulation 31A of the Listing Regulations. The said letter also stated that the said Promoter is eligible for re-classification and is in compliance with all the following clauses of Regulation 31A(3)(b) of the Listing Regulations:

- (i) That the Promoter does not hold any shares or any voting rights in the Company;
- (ii) That the Promoter does not exercise control over the affairs of the Company directly or indirectly;
- (iii) That the Promoter does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) That the Promoter does not have any representations on the Board of Directors (including not having a Nominee Director) of the Company;
- (v) That the Promoter does not have any representative who is acting as a Key Managerial Person in the Company;
- (vi) That the Promoter is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) That the Promoter is not fugitive economic offenders.

Further, the said Promoter have also confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (3) of Listing Regulations.

In view of application received from the above entity and in consideration with proper compliance of Regulation 31A of the Listing Regulations, the Board of Directors of the Company at its meeting held on July 31, 2020, has approved the application for re-classification received by the company from Promoter Group Category to Public Category subject to approval by the members, stock



exchanges and/or any other regulatory body as may be required.

The Company shall be in compliance with the requirement of minimum public shareholding and there shall be no change as such in the shareholding pattern post the reclassification as the said Promoter does not hold any shares.

The Board recommends the resolution as set in Item No. 1 for the approval of the Members as an Ordinary Resolution.

None of the Directors/KMPs of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in the Notice

The Below mentioned Promoters of the Company are holding the following shares in Gati Limited as on 31<sup>st</sup> December, 2020:

S.NO	Name	No. of Shares	%
1	TCI Finance Limited (Company)	10,03,250	0.82
2	Mahendra Kumar Agarwal	15,74,935	1.29
3	Mahendra Kumar Agarwal and Sons HUF	5,46,083	0.44
4	Jubilee Commercial & Trading Private Limited	1,49,823	0.12
5	Bunny Investment and Finance Private Limited	2,73,126	0.22
6	Manish Agarwal Benefit Trust	24,728	0.02

In accordance with Regulation 31A(3)(iii) of the Listing Regulations, the promoter seeking re-classification and persons related to promoter seeking re-classification (as defined in Regulation 31A(1)(b) of Listing Regulations) shall not vote to approve such re-classification request.

By Order of the Board  
**For TCI FINANCE LIMITED**

**Srishti Soni**  
Company Secretary  
(M.No. A46395)

Hyderabad,  
06-01-2021

**Registered Office:**  
Plot No.20, Survey No.12, 4<sup>th</sup> Floor,  
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