

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 77<sup>th</sup> Annual General Meeting of the members of TCM Limited will be held at 03.00 p.m. IST (Indian Standard Time) on Wednesday, 29<sup>th</sup> September 2021 through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) to transact the following business.

### Ordinary Business

1. To receive, consider and adopt:
  - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 along with the reports of the Directors and the Auditors thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 and report of Auditors.
2. To appoint a Director in the place of Mrs. Rani Jose[DIN:00614349]who retires by rotation and being eligible, offers herself for reappointment.

### Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013(“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gopalakrishnan Mahesh (DIN:0009278577), who in accordance with the Companies Act, 2013 is to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director of the Company,and necessary recommendations have been received from the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years, not liable to retire by rotation.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),Mr. Jose Jacob (DIN:0009280526), who in accordance with the Companies Act, 2013 is to be appointed as



an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director of the Company, and necessary recommendations have been received from the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years, not liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), to lease, sell, transfer, convey, assign or otherwise dispose off the Company's immovable property/ies as the case may be, in particular the piece and parcel of land (i) admeasuring approximately 12.45 acres situated in various sy. nos. in Gonur West Village of Mettur Taluk in Salem District, (ii) 2.03 acres of land in Sy. Nos. 651/2B1B/C and 5.034 acres in Sy. No. 651/2B1B in Mullkad village, Tuticorin Dist. (iii) admeasuring approximately 21.5 acres situated in survey no of 316/1 , 312/2 & 313/4 Kalamassery municipality Ernakulam district, Kerala (iii) admeasuring approximately 105 acres situated in various survey no of 16/2,5,8/4,10/1E,5A,5B,5C,6,11/5,9,11,12,13A,11/13B,13C,13D,13E,14A,14B,14C1,14C2,12/3,4,13/1A,1B,13/2A,2B,14/1,2A,2B,3,4,6,15/2,15/3A1,3A2,3B2,,3B3,15/3B4,3B5,16/1A,1B,2A,2B,3,4A,4B,5A,5B,5C,6A,6B,25/2,25/3A,3B,26/2B,3B,4B,7,8,9,10,11,12,13,27/4B,6B,28/1B,5A,5B,29/2,5A2,5B,6A2,6B,7A2,7B,30/1,2,3,4,31/1,2,3,4,32/1,2,3,4,5,6,33/B1,33/B2,34A/1,34B/1,34B/2,34B/3,34/B4,34B/5,34B/6,34B/7 Ulundurpet, Tamilnadu with clear and marketable title free from all encumbrances and claims (hereinafter referred to as “the said properties”) to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

“ Resolved further that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said properties, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deed, agreement for sale, development agreement, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution. Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“Resolved that pursuant to Section 186 of the Companies Act, 2013, and the Rules made thereunder, the Board of Directors of the Company be and is hereby authorized to grant inter-corporate loans for an amount not exceeding Rs. 5 Crore (Rupees Five Crore only) with an interest rate of 12% p.a. computed on the average monthly outstanding balance to M/s Ispark Learning Solutions Pvt Ltd, a subsidiary of TCM Limited and on the terms and conditions set out in the explanatory statement, notwithstanding that the aggregate of the investments or loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things which are required to give effect to the aforesaid resolution.”

By Order of the Board

For TCM Limited

Sd/-

Gokul V. Shenoy  
Company Secretary  
Membership No. A56432

Place: Ernakulam  
Date :-19<sup>th</sup> August 2021

**Notes:**

1. In view of the outbreak of COVID-19 global pandemic, the general meetings of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021 dated 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 05<sup>th</sup> May 2020 and 13<sup>th</sup> January 2021, respectively (hereinafter referred to as “MCA Circulars”) and as per Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 77<sup>th</sup> AGM of the Company is being conducted through

VC/OAVM Facility, which does not require the physical presence of members at a common venue.

2. In terms of Section 91 of the Companies Act 2013, the register of members and the share transfer book of the company will remain closed from 23.09.2021 to 29.09.2021 (both days inclusive).
3. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting for participation in the AGM through VC/ OAVM Facility and e-voting during the AGM.
4. Members may join the 77<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 02:30 P.M. IST i.e. 30 minutes before the time scheduled to start the 77<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 77<sup>th</sup> AGM.
5. Members may note that the VC/OAVM Facility, provided by CSDL, allows participation of atleast 1000 Members on a first-come-first served basis. The large shareholders (i.e. 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 and Auditors can attend the AGM without any restriction on account of the first-come first-serve basis.
6. In compliance with the aforesaid MCA and SEBI Circular and SEBI Circulars, the notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.tcmlimited.in](http://www.tcmlimited.in), website of the Stock Exchange, i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of CSDL [www.evotingindia.com](http://www.evotingindia.com). The member holding shares in physical form and who have not registered their email id and mobile number may register their email id by sending an email with the shareholding details like name of the shareholder, Folio number, number of shares held, certificate number to the email id- [agm@cameoindia.com](mailto:agm@cameoindia.com) or through the online portal: <https://investors.cameoindia.com>. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s or directly through the online portal: <https://investors.cameoindia.com>.
7. In terms of the MCA and SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly Members will not be entitled to appoint Proxy(ies) to attend and vote. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC.

8. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
9. The statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the items of special business specified above is annexed hereto.
10. The Company does not have any unclaimed dividend amount which has fallen due for transfer to Investor Education and Protection Fund (IEPF).
11. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR)2015], **the Company shall not entertain the request for registration of physical transfer of shares on or after 31<sup>st</sup> March 2019. Hence, Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding as well as trading.**
12. Members holding shares in physical form are requested to register their email id for receiving an electronic copy of the Annual Report and also notify immediately any change in their address/ E-mail to the Company/ its Share Transfer Agent.
13. Members holding shares in electronic form are requested to advise change of address/ Email to their Depository Participant/s.
14. Corporate members intending to make their authorized representatives to attend the Meeting through VC are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting held through VC.
15. Members of the Company had approved the appointment of Mr. Sagshesh Kumar K A, Chartered Accountant, as the Statutory Auditors at the 73<sup>rd</sup> AGM of the Company for a period of five years. In accordance with the Companies (Amendment) Act, 2017, effective 07<sup>th</sup> May 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
16. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 10:00 AM to 01:00 PM up to and inclusive of the date of Annual General Meeting.
17. The Securities and Exchange Board of India (SEBI) vide its circular dated 20<sup>th</sup> April 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In 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.
18. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

Those Members, who hold shares in physical form/ demat mode or who have not registered their email address with the Company and who wish to participate in the 77<sup>th</sup> AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by updating the details in the online portal <https://investors.cameoindia.com>.



**19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i) Members are encouraged to join the Meeting through Laptops for a better experience. Further Members will be required to allow Camera and use the Internet with good speed to avoid any disturbance during the meeting.
- ii) Kindly note that the 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 networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iii) As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at [cs@tcmlimited.in](mailto:cs@tcmlimited.in). Questions/ queries received by the Company till 05:00 PM on Saturday, 25<sup>th</sup>September 2021 shall only be considered and responded during the AGM.
- iv) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cs@tcmlimited.in](mailto:cs@tcmlimited.in) from 23<sup>rd</sup>September 2021 (9:00 AM IST) to 25<sup>th</sup>September 2021 (5:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers, as appropriate for the smooth conduct of the AGM.
- v) Members who need assistance before or during the AGM& e-voting from the e-voting system you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatall Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**20. Remote E-voting facility:**

- a) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 77<sup>th</sup> Annual General Meeting (AGM) through remote e-voting facility of Central Depository Services (India) Limited, for voting on all the resolutions to be passed in the 77<sup>th</sup> Annual General Meeting. The Company has engaged the services of

Cameo Corporate Services Limited as the authorized agency to provide the e-voting facilities.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote on the meeting date.
- c) **Voting rights** will be reckoned on the basis of the number of shares registered in the names of the members/ beneficial owners **as on the cut-off date** fixed for this purpose, viz., **Wednesday, 22<sup>nd</sup> September, 2021**. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- d) The Company has appointed CS P.K. Krishnamurthy, Partner of M/s JKM Associates, Practicing Company Secretaries, Ernakulam as Scrutinizer for conducting the remote e-voting and also the e-voting process during the Annual General Meeting in a fair and transparent manner, who shall within a period not exceeding three (3) working days from the conclusion of the e-voting period make a report of the votes cast in favour or against, if any, to the chairman.
- e) The instructions for remote e-voting are as under:
  - i) The voting period begins on 26.09.2021 at 9:00 AM and on 28.09.2021 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL's <b>EASI / EASIEST</b> facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to <b>EASI / EASIEST</b> are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the <b>EASI / EASIEST</b> user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for <b>EASI / EASIEST</b>, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN for relevant TCM LIMITED on which you choose to vote.
- ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (Email:- [pkkmurthy09@gmail.com](mailto:pkkmurthy09@gmail.com)) and to the Company (Email:- [cs@tcmlimited.in](mailto:cs@tcmlimited.in)) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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## **11. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id- [cs@tcmlimited.in](mailto:cs@tcmlimited.in) / [agm@cameoindia.com](mailto:agm@cameoindia.com)**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

23. The profile of Directors seeking reappointment forms an integral part of the Notice. The Directors have furnished the requisite consent and declarations.
24. Since the AGM shall be conducted through VC/ OAVM, the route map, Proxy Form and Attendance Slip are not annexed to this Notice.

By Order of the Board

For TCM Limited

Sd/-  
Gokul V. Shenoy  
Company Secretary  
Membership No. A56432

Place: Ernakulam

Date :-19<sup>th</sup> August 2021

## **ANNEXURE I - STATEMENT OF MATERIAL FACTS PURSUANT TO SEC. 102**

### **Item No. 5**

Considering the fund requirements for payment of long outstanding statutory and other liabilities and also for the investment and working capital funds for the proposed operations and projects on revival of the Company, the Board of Directors consider it necessary to augment the funds position of the company. The board considers it impractical at this juncture to get loan/credit funding as the company remained non-operative for a long time and had been a sick company. The board, therefore, consider it prudent and appropriate to dispose of some portion/substantially the whole of the immovable properties of the company which have no chance to be put to use by the company in the near future and to use the proceeds for this purpose. More details of survey numbers of the properties are placed on the company's website [www.tcmlimited.in](http://www.tcmlimited.in). Though the members had passed necessary special resolution in the last AGM (2020), no concrete revival projects and/or new ventures could be finalized, especially

due to market conditions following the Covid global pandemic. The management could sell a 5.27 acres of land, which is part of the land located at Gonur West Village of Mettur Taluk in Salem District during the month of June 2021 after many months of negotiations and the directors are hopeful to finalise some more proposals during this financial year. Therefore, in compliance of Section 180(1)(a) of the Act, read with amended S. 110(1) of the Act, the board again seek the consent of the general body for the proposals by way of the special resolution set out at item no. 5 of the notice. None of the directors, key managerial personnel of the company, or their relatives has any concern or interest in the resolution, except as shareholders.

#### **Item No. 6**

The Company to further its business interests is evaluating options to engage with other companies including the subsidiary companies in the form of loans. Accordingly, the Company is intending to provide an inter-corporate loan repayable on demand with an interest rate of 12% p.a. computed on the average monthly outstanding balance to its subsidiary M/s iSpark Learning Solutions Pvt Ltd, which is an EdTech company for an amount not exceeding Rs. 5 Crore (Rupees Five Crore only).

TCM Limited has created iSpark Learning Solutions to bridge the huge gap in both digital divide and economic divide in education in India by fully leveraging education technologies. Using both online and blended teaching, it will deliver meaningful education to all school students and develop their 21<sup>st</sup> century skills that include innovation, creativity, problem solving, critical thinking, computational thinking, logical reasoning, collaboration, communication and so on. These skills are mandatory in order to get jobs and survive in this knowledge based economy. iSpark Learning Solutions has combined the collective knowledge, wisdom and decades of experience of their experts in STEM fields to truly disrupt the Indian education industry by introducing the need of the hour and industry 4.0 relevant education through our industry's first Interactive AI driven Tele-education Platform. iSpark's well researched and structured courses in STEM, Coding and Singapore Math are interlinked to equip the school students with the 21st century skills and prepare them holistically for the technologically advancing digital world. In order to achieve an inclusive growth, iSpark has developed the courses and educational products (Electronic kits, Student Response Devices (SRDs), Robotics kits, IoT kits, AI/ML kits, All-In-One PC etc.) to be truly affordable to all students. Through our Education To Home (E2H) initiative, iSpark aim to reach every home in India and deliver the need-of-the-hour, skills focused education at an affordable cost.

Section 186 of the Companies Act, 2013 requires that any investment/loan in excess of 60% of its paid-up capital and free reserves requires the prior approval of its members by the way of a special resolution passed in a general meeting. Consequently, the Board is seeking the consent of its members for this special resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

### Annexure A to the Explanatory Statement: Encl

Additional information on Directors seeking re-appointment in the Annual General Meeting scheduled on Wednesday, 29<sup>th</sup> September 2021 as required under the LODR and the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

#### 1. Mrs. Rani Jose (DIN : 00614349 )

1. Name	Rani Jose
2. DIN	00614349
3. Date of Birth / Age	31/05/1964/ Age-57 yrs
4. Educational Qualification	Post Graduate
5. Expertise in functional area	Business Management and Administration
6. Date of first appointment on Board	26 <sup>th</sup> March 2015
7. Brief Resume including Experience	Director in the following companies for over two decades- 1. Elenjikal Aqua Marine Exports Ltd 2. SreeMahalakshmi Food Industries Ltd  Director in TCM Ltd since 26 <sup>th</sup> March 2015.
8. Directorship held in other Companies	Elenjikal Aqua Marine Exports Ltd SreeMahalakshmi Food Industries Ltd
9. No.of shares held in the Company.	633 Nos
10. Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Wife of Shri. Joseph Varghese, Managing Director, TCM Ltd
11. No.of Board meetings attended during the year	5 out of 5
12. Details of membership in the Committee of the Board of the company.	NIL
13. Details of membership in Committee/s of the Board of other companies*	NIL
14. Terms and conditions of appointment/ re-appointment including remuneration	Retirement by Rotation basis

\*Membership in committee denotes mandatory committees as per Companies Act, 2013.



### Annexure A to the Explanatory Statement: Encl

Additional information on Directors seeking appointment in the Annual General Meeting scheduled on Wednesday, 29<sup>th</sup> September 2021 as required under the LODR and the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

**1. Mr. Gopalakrishnan Mahesh(DIN : 0009278577 )**

1. Name	Gopalakrishnan Mahesh
2. DIN	0009278577
3. Date of Birth / Age	18/06/1979/ Age-42yrs
4. Educational Qualification	B.Arch,MBA in Construction Management
5. Expertise in functional area	Project Architect working on multi-vertical projects including Public Infrastructure, Institutional, Industrial, Interiors, Residential, Master Plan implementation. Expertise includes project management, design, arbitration, QC/QA consultant coordination, client relations, and scheduling and program analysis.
6. Date of first appointment on Board	N.A.
7. Brief Resume including Experience	<p>14 years of national and international diverse experience, having worked for leading architecture consultancies and handling prestigious clients from construction companies, property &amp; land developers and hoteliers and having extensive professional experience in office and onsite with enhanced abilities to provide to clients well-rounded knowledge of all the stages of the construction industry, design, master planning, developing, construction and management.</p> <p>Presently, Partner of M/s Pithavadian &amp; Partners, Commercial Architects, Chennai since the year 2007. Approved Green Eco-friendly Movement Certified Professional, GEM Certified Professional (GEM CP).</p>
8. No.of shares held in the Company.	NIL
9. Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NIL
10. No.of Board meetings attended during the year	NA
11. Details of membership in the Committee of the Board of the company.	NA
12. Details of membership in	NA

Committee/s of the Board of other companies*	
14. Terms and conditions of appointment/ re-appointment including remuneration	Appointment for a period of 5 years on Non-Rotation basis, subject to the approval of the Shareholders in the AGM

\*Membership in committee denotes mandatory committees as per Companies Act, 2013.

### Annexure A to the Explanatory Statement: Encl

Additional information on Directors seeking re-appointment in the Annual General Meeting scheduled on Wednesday, 29<sup>th</sup> September 2021 as required under the LODR and the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

#### 1. Mr. Jose Jacob(DIN : 0009280526 )

1. Name	Jose Jacob
2. DIN	0009280526
3. Date of Birth / Age	26/02/1979/ Age-42yrs
4. Educational Qualification	B.Com, MBA (Finance & Systems)
5. Expertise in functional area	Experienced Stock Broker, Expert in Finance and Systems Management, Business Management, Business Development
6. Date of first appointment on Board	Nil
7. Brief Resume including Experience	Experienced Stock Broker, Expert in Finance and Systems Management, Business Management, Business Development. Worked with JRG Securities Ltd, India Bulls, JRG Securities Ltd for 9 years as Sub-Broker, Franchisee. Now managing own Business in Trading and FMCG
8. Directorship held in other Companies	Nil
9. No.of shares held in the Company.	858 Nos
10. Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Nil
11. No.of Board meetings attended during the year	NA
12. Details of membership in the Committee of the Board of the company.	NA
13. Details of membership in Committee/s of the Board of other companies*	NA
14. Terms and conditions of appointment/ re-appointment including remuneration	Appointment for a period of 5 years on Non-Rotation basis, subject to the approval of the Shareholders in the AGM

\*Membership in committee denotes mandatory committees as per Companies Act, 2013.