T C M Limited

(Formerly Travancore Chemical & Mfg Co.Ltd.)

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the 81st Annual General Meeting of the members of TCM Limited will be held at 03.00 PM on Saturday, 27th September 2025 at Bharat Hotel, Ernakulam, 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 31st March 2025 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 31st March 2025 and report of Auditors.
2. To appoint a Director in the place of Mr. George Varghese [DIN:01100001] who retires by rotation and being eligible, offers himself for reappointment.

Special Business

1. To sign the Shareholders Agreement and Joint Development Agreement with Asset Homes TCM Townships Private Limited, a company in which Mr. Joseph Varghese, Managing Director of our Company is a Director-

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

   "RESOLVED THAT pursuant to the provisions of Section 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations, circulars, notifications, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Board of Directors be and are hereby authorized to sign the Shareholders Agreement and Joint Development Agreement with Asset Homes TCM Township Private Limited (CIN:U45202KL2022PTC078)- a company in which Mr. Joseph Varghese (DIN:00585755), the Managing Director of TCM Limited is a Director, along with Asset Homes Ventures Infra-One Private Limited (CIN U45309KL2022PTC077071), Asset Homes Private Limited (U45201KL2006PTC019867) and TCM Properties Private Limited (CIN:U45201KL2022PTC077423-a wholly owned subsidiary of TCM Limited) as the other parties to the agreement, for the Joint Development of 11 Acres of land owned by our Company, located at Sy.No.313 & 316/1,Trikkakara North Village, Kanayannur Taluk, Ernakulam District, Kerala."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), including any person authorized by them, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution"

2. Appointment of Secretarial Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws, rules, regulations, circulars, notifications, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s JKM Associates, Company Secretaries, Ernakulam (Firm Registration No.P2004TN005100) be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from 01st April 2025 to 31st March 2030, at such remuneration as may be determined by the Board of Directors of the Company (including any committee thereof) in consultation with the said Secretarial Auditors as per details set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), including any person authorized by them be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For TCM Limited
Sd/-

Gokul V. Shenoy
Company Secretary
Membership No: F12926

Date:-11th August 2025
Place:-Ernakulam

Notes:

1. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The proxy in order to be valid should be duly completed, signed and stamped and the same must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company, carrying voting rights.**
2. In terms of Sec. 91 of Companies Act 2013 the register of members and the share transfer book of the company will remain closed from 21.09.2024 to 27.09.2024 (both days inclusive).
3. Members are requested to intimate any changes in their addresses to the share transfer agent M/s Cameo Corporation Services Limited, "Subramanian Building", No.1, Club House Road, Chennai — 600 002 quoting their folio number.

4. Members are also requested to bring the attendance slip with them duly filled in and handover the same at the entrance of the venue.
5. Copy of the Annual Report, Accounts and reports are being sent by electronic mode to those members who have registered their email ids with the company or RTA. Also the same are placed on the company's website www.tcmlimited.in. Incase any member wishes to get a physical copy of the Annual report, please send a request to cs@tcmlimited.in
6. In compliance with the provisions of Section 108 of the Act and the relative rules, the company is providing its members the facility to exercise their right to vote at the ensuing AGM by electronic means and the business may be transacted through e-Voting services provided by M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai - 600 002. The complete details of the procedures/ instructions for e-voting are annexed.

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

Special Business 1-

Your Company has decided to offer 11 Acres of land owned by our Company, located at Sy.No.313 & 316/1, Trikkakara North Village, Kanayannur Taluk, Ernakulam District, Kerala for land development activity, i.e. construction of residential villas/ flats and commercial spaces and sale thereof, by forming a Joint Venture with Asset Homes Private Limited ("Asset Homes"). A company for the purpose of this joint venture land development was incorporated in the year 2022 by Asset Homes, the proposed developer for the joint venture project, in the name of Asset Homes TCM Township Private Limited (CIN:U45202KL2022PTC078) and Mr. Joseph Varghese, Managing Director of our Company had joined as a Director of this proposed joint venture company as one of its first directors. Your company as per the Board Meeting held on 09th December 2023, decided to sign a Memorandum of Understanding (MoU) with Asset Homes TCM Township Private Limited for development of the Company's above mentioned land and accept an advance up to Rs.25 Crore (Rupees Twenty Five Crore Only) towards this proposed project, so as to repay the project advance received from Godrej Properties Limited and satisfy the Charge created on this property in the year 2009. As per the Board decision, MoU was signed with Asset Homes TCM Township Private Limited and the Company received the land advance of Rs. 25 Crore (Rupees Twenty Five Crore Only) to settle the Godrej Properties liability and other liabilities concerning the proposed land. Godrej Properties Limited had expressed their intention of not going ahead with their project, and had requested our Company to repay the advance given by them for the discharge of the Charge created on our property. Your Company, after many negotiations, reached a consensus with Godrej Property Limited to settle all the pending advance dues with them for an aggregate amount of Rs.15,00,01,000 (Rupees Fifteen Crore One Thousand Only), being final settlement amount and for issue of 'No Due Certificate' in favor of TCM Limited and for release of all the original title deeds of the property. Your Company paid Godrej Properties Limited, the final settlement amount and discharged the Charge on the property by filing the necessary forms with the ROC for the satisfaction of the charge so created earlier by Godrej Properties Limited, in March 2025. Now, your Company's property (the proposed joint venture land) is Charge free and ready for disposal for the proposed joint venture land development project with Asset Homes.

As Mr. Joseph Varghese, Managing Director of your Company is a common director in Asset Homes TCM Township Private Limited, the proposed Joint Venture company, to which your company will transfer/appropriate the TCM Limited's land as an investment for this joint land development, this transaction constitutes a related party transaction, requiring the shareholder's approval by way of a resolution for the execution of the Shareholder's Agreement, the Joint Development Agreement and the transfer/appropriation thereof of the proposed land.

Therefore, the Board of Directors seeks the consent of the shareholders for the proposals by way of a resolution set out at Special Business 1 of the notice. This being a material transaction under Section 188 of the Companies Act, 2013, and is on an Arm's Length transaction,none of the directors, key managerial personnel of the company, or their relatives has any concern or interest in the resolution, except as shareholders. The Board recommends this Resolution for your consideration and approval.

Requirements under Section 188 of the Companies Act 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules,2014

Particulars	**Remarks**
Name of the related party	Asset Homes TCM Township Private Limited
Name of the director or key managerial personnel who is related, if any	Mr. Joseph Varghese, Managing Director (DIN:00585755)
Nature of relationship	Common director in Asset Homes TCM Township Private Limited, and without any shareholding.
Nature, material terms, monetary value and particulars of the contract or arrangement	Mr. Joseph Varghese, Managing Director(DIN:00585755), had joined as one of the first directors of Asset Homes TCM Township Private Limited, the proposed joint venture company, for the land development activity of the TCM Limited's land, as explained above. Asset Homes TCM Township Private Limited, the proposed joint venture company was incorporated exclusively for the land development purpose of the TCM Limited's land, and hence business activity will commence only on the execution of the Shareholders Agreement and Joint Development Agreement (SHA & JDA) between the parties, as explained earlier. Mr. Joseph Varghese holds the directorship of the proposed joint venture company, only to facilitate the land development activities on TCM Limited's behalf, as a representative of our Company, once the SHA & JDA are executed and is not eligible for any remuneration or interest. Other than for this purpose, neither Mr. Joseph Varghese, nor his relatives have any concern or interest, financially or otherwisein this transaction or arrangement.
Any other information relevant or important for the members to take a decision on the proposed resolution	Asset Homes TCM Township Private Limited, will become the joint venture company on execution of the SHA & JDA between the parties as mentioned in the resolution, and the land development will be carried out by the joint venture company. The proposed land for the development work will be appropriated to the joint development work, and ultimately will be sold to the unit holders of the developed land. TCM Limited will be paid a fixed price for the land at a rate of Rs.6 lakh per cent and 45% of the net profit of the project.

Special Business 2-

SEBI vide its notification dated 12th December 2024 amended the SEBI Listing Regulations, 2015, and the amended regulations requires the companies to obtain the shareholder's approval for the appointment of the Secretarial Auditors, in addition to approval by the Board of Directors. Furthermore, the appointed Secretarial Auditor must be a peer-reviewed Company Secretary and must not be subject to any disqualifications as specified by SEBI.

In the light of the aforesaid, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 11th August 2025, approved the appointment of M/s JKM Associates, Company Secretaries, Ernakulam (Firm Registration No.P2004TN005100), as the Secretarial Auditors of the Company for a period of five consecutive financial years commencing from 01st April 2025 to 31st March 2030, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Rationale for Appointment and Credentials

M/s JKM Associates, Company Secretaries, Ernakulam, is proposed for appointment considering their extensive experience and established track record in the field of corporate compliance and secretarial services. Established in the year 2004, the firm is a peer-reviewed entity recognized by the Institute of Company Secretaries of India (Peer Review No.2475/2022, dated 22nd July 2022).

JKM Associates is supported by a qualified internal team comprising Company Secretaries, trainees and administrative staff and benefits from a nationwide network of associate CS firms, enabling it to offer seamless service across India. The firm's service portfolio includes company and LLP incorporations, retainer based compliance support, secretarial and due diligence audits, mergers, demergers, amalgamations, advisory services on Company Law&Taxation, Legal Compliances, Corporate Social Responsibility, SEBI and Stock Exchange matters, Corporate Governance, Public and Rights issues, Finance & Accounting, and various other statutory certifications. They have been serving more than 100 corporate clients, which includes MNCs, PSUs, Corporate Houses, Listed clients and quite areasonable number of MSMEs. In addition to the corporate clients, they also provide services to individuals and firms.

Given the firm's credentials, peer reviewed status, integrity and demonstrated abilities to manage complex assignments, the Board is of the view that its appointment would suitably serve the Company's current and future compliance needs. Remuneration shall be determined based on the recommendations of the Audit Committee, in consultation with the Secretarial Auditors, keeping in view the scope of the work and industry standards.

M/s JKM Associates has consented to act as the Secretarial Auditors of the Company and confirmed that their appointment, if made, will be within the limits prescribed under Section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified from being appointed and have no conflict of interest. Further, they have declared that they have not undertaken any prohibitory non-secretarial audit assignments for the Company, in compliance with Section 204 of the Companies Act, 2013 and the rules made thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

In view of their qualifications and experience, the Board proposes the appointment of M/s JKM Associates, Company Secretaries, Ernakulam as the Secretarial Auditors of the Company.

Accordingly, the consent of the Members is sought for the approval of the said appointment.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ANNEXURE-II -Remote E-Voting facility:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 81st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). 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.

The company has appointed M/s JKM Associates, Practicing Company Secretaries, Ernakulam as Scrutinizers, who shall within a period not exceeding two(2) 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. The results will be declared on after the AGM. The results along with the scrutinizer's report will be available on the website of the company within the prescribed period.

Annexure A

The instructions for shareholders voting electronically are as under:

i. The voting period begins on 24.09.2025 at 9.00 a.m. and ends on 26.09.2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2025 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 above said SEBI Circular, Login method for e-Voting **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 Depository**	1. Users who have opted for CDSL'sEASI / EASIEST 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 users to login to EASI / EASIEST are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

	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 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. 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. 3. If the user is not registered for EASI/EASIEST, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available onwww.cdslindia.com home page.The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Share holders (holding securities in demat mode) login through their **Depository Participants (DP)**	1. 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.

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

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

Login type	**Helpdesk details**
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 21 09911
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

1. The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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
Dividend Bank Details **OR** Date of Birth (DOB)	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 • 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.

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for relevant TCM LIMITED on which you choose to vote.

x. 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.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. 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.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. 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 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
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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) and to the Company (Email:- 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.

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.
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.

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 or contact at toll free no. 1800 2109911

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 or call toll free no. 1800 2109911.

Annexure A to the Explanatory Statement: Encl

Additional information on Directors seeking re - appointment in the Annual General Meeting scheduled on Saturday, 27th September 2025 as required under the LODR and the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

1. Mr. George Varghese (DIN : 01100001)

1.	Name	George Varghese
2.	DIN	01100001
3	Date of Birth / Age	06/01/1962/ Age-63yrs
4	Educational Qualification	Post Graduate
5.	Expertise in functional area	Business Management and Administration, Aquaculture, Infrastructure Development, Trading and Manufacturing Industries and International Trading
6.	Date of first appointment on Board	19th January 2007
7.	Brief Resume including Experience	Director in the following companies for over two decades- 1. Sree Mahalakshmi Food Industries Ltd 2. Venkateswara Essencess and Chemicals Pvt Ltd Director in TCM Ltd since 19th January 2007.
8.	Directorship held in other Companies	1. Elenjikal Exports Pvt Ltd 2. Kunjamma Foods and Bevarages India Pvt Ltd 3. Elenjikal Foods and Beverages India Pvt Ltd 4. Coastline Aviation Management Pvt Ltd
9.	No.of shares held in the Company.	1000 Nos
10.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Brother of Shri. Joseph Varghese, Managing Director, TCM Ltd
11.	No.of Board meetings attended during the year	6 out of 6
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	Non-Executive, Non- Independent, Liable to Retirement by Rotation basis

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

TCM LIMITED

Regd. Office: 28/2917, 'Aiswarya', Ponneth Temple Road, Shanthi Nagar, Kadavanthra, Kochi - 682020

PROXY FORM – MGT 11

(Section 105(6) read with rule 19(3) of Cos. (Management & Administration) Rules 2014
81st Annual General Meeting – 27th September, 2025

Name of Member :...Email : ....

Address :...

Folio/Client id :...

I/We:..being member / Members of **TCM LIMITED**, hereby appoint

i. Name.. Adress..

Email id ....Signature....................................

Or failing him/her

ii. Name... Adress...

Email id ....Signature....................................

as my / our Proxy to vote for me / us or my / our behalf at the 81st Annual General Meeting of the company to be held at Bharat Hotel, Ernakulam, at 3.00 p.m. on 27th September 2025 and at any adjournment thereof in respect of resolutions as are indicated below:

Ordinary business:

1. Adoption of Annual Financial Statements
2. Re-appointment of Director

Special business:

1. Related Party Transaction-Shareholders Agreement and Joint Agreement with Asset Homes TCM Township Private Limited
2. Appointment of Secretarial Auditors

Re. 1 Revenue Stamp

Signed at................................on this........................day of September 2025

Signature (shareholder) Signature (proxy holder)

N.B. : The proxy should be deposited at the Registered Office of the company not later than 48 hours before the commencement of the Meeting.

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TCM LIMITED

Regd. Office: 28/2917, 'Aiswarya', Ponneth Temple Road, Shanthi Nagar, Kadavanthra, Kochi - 682020

ATTENDANCE SLIP

Please complete this attendance slip before you come to the meeting and hand it over at the entrance of the Meeting Hall.

1. Name of the Share holder..
(In Block Letters)

2. Member's Register Folio .... 3. No. Shares ....

4. Name of Proxy (In Block Letters) ....

I hereby record my presence at the 81st Annual General Meeting of the Company on 27th September 2025

Member's/Proxy's Signature