

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 76<sup>th</sup> Annual General Meeting of the members of TCM Limited will be held at 3.00 p.m. on Wednesday, 23<sup>rd</sup> December 2020 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 Balance Sheet as at 31<sup>st</sup> March 2020, the Statement of Profit and Loss for the year ended on that date, Annexures and Schedules thereto 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 2020 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:

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

“RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 and the Rules made there under, read with Schedule IV of the Companies Act , 2013, Mr. Shibu Chandran Chathengattil (DIN:01571115), 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 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 17.72 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,2 B,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.”

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 Section 186 of the Companies Act, 2013, and the Rules made there under, 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) to M/s Ispark Learning Solutions Pvt Ltd, a subsidiary of TCM Limited 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 Section186 (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 :-12<sup>th</sup> November 2020

**Notes:**

1. In view of the outbreak of COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and ROC/ESTT/U.S.96/4659/2020 of ROC, Kerala dated 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 05<sup>th</sup> May 2020 and 08<sup>th</sup> September 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 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 76<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 16.12.2020 to 23.12.2020 (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 76<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 76<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 76<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 2019-20 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 2019-20 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 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 76<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 will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of the Company will be displayed. Please note that the members who do not have the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid the last minute rush.
  - ii) 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.
  - iii) 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.
  - iv) 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, 18<sup>th</sup> December 2020 shall only be considered and responded during the AGM.

- v) 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 16<sup>th</sup> December 2020 (9:00 AM IST) to 18<sup>th</sup> December 2020 (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.
- vi) 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. NitinKunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, 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.

## 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 76<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 76<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. Shareholders who have already voted prior to the meeting date would not be entitled to vote on the meeting date.
- b) **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., **Tuesday, 15<sup>th</sup> December, 2020**. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- c) 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.

- d) The instructions for remote e-voting are as under:
- i) Shareholders who become Members of the Company, after dispatching of Notice and hold shares as on 15<sup>th</sup> December 2020 may obtain the User ID and Password for e-voting by sending an e-mail, intimating DP ID and Client ID/ Folio No. to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ii) The voting period begins on 20.12.2020 at 9:00 AM and on 22.12.2020 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 15.12.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iv) The shareholders should log on to the evoting website [www.evotingindia.com](http://www.evotingindia.com).
  - v) Click on Shareholders.
  - vi) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

    - d) Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
  - vii) Next enter the Image Verification as displayed and Click on Login.
  - viii) 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 voting of any company, then your existing password is to be used.
  - ix) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- ☐ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- ☐ In case the sequence number is less than 8 digits enter

the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

**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 as mentioned in instruction (vi).

- x) After entering these details appropriately, click on “SUBMIT” tab.
- xii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click on EVSN for relevant TCM LIMITED on which you choose to vote.
- xiv) 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.
- xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- xvi) 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.
- xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- xix) 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 and enter the details as prompted by the system.
- xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xxi) **Note for Non – Individual Shareholders and Custodians**
- ☐ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ☐ 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 emailed 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.
  - ☐ In case you have any queries or issues regarding e-voting, 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).

## 21. Instructions for members for E-Voting on the day of the meeting:-

- i) The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
- ii) Only those Members/ shareholders, who have not cast 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 during the meeting.
- iii) Members who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote during the meeting.



- iv) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the meeting shall be the same person mentioned for Remote e-voting.
22. The profile of Directors seeking reappointment forms an integral part of the Notice. The Directors have furnished the requisite consent and declarations.
23. 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 :-12<sup>th</sup> November 2020

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

### **Item No. 4**

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 (2019), no concrete revival projects and/or new ventures could be finalized. Your directors are hopeful to finalise some proposal 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. 3 of the notice. None of the directors, key managerial personnel of the