

Ref: TSL/AK/2024-25/01

April 01, 2024

**National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051, Maharashtra**

Subject: Intimation of 01/2024-25 Extra-Ordinary General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Symbol - TIMESCAN

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 01/2024-25 Extra-Ordinary General Meeting ('EGM') of the Company is scheduled to be held on **Friday, April 26, 2024 at 12:00 P.M.** at the Registered office of the Company at **No. 18/3, Rajah Annamalai Building, Annex III Floor, Rukhmani Lakshmiipathy Road, Egmore, Chennai – 600008, Tamil Nadu** to seek approval of the members on the proposal as mentioned in the enclosed Notice of EGM Notice dated 26th April, 2024, in compliance with the applicable provisions of the Ministry of Corporate Affairs ('MCA') and SEBI Listing Regulations read with the Circulars / Notifications issued from time to time by MCA/ SEBI.

The EGM Notice along with the Explanatory Statement is also available on the Company's website at www.timescan.in and at the website of the stock exchange i. e. National Stock Exchange of India Limited at https://www1.nseindia.com/emerge/index_sme.htm respectively.

In compliance with the relevant circulars, the EGM Notice, will be sent to members of the Company holding shares either in physical form or in dematerialized form, at their email address registered with the Company / Depository Participants(s) as on March 26, 2024. Further, details about the manner of participation in the EGM and casting of votes electronically by shareholders are set out in the Notice of the EGM. The copy of Notice of Extra Ordinary General Meeting of the company is enclosed herewith. Updated announcement is filed due to revision in reference number.

The Exchange may please take the above information on record.

Thanking You

Yours Faithfully,

For Timescan Logistics (India) Limited

**Aakansha Kamley
Company Secretary & Compliance Officer
M.No: 69141**

NOTICE

Notice is hereby given that the **01/2024-25 Extra-Ordinary General Meeting** of the members of **TIMESCAN LOGISTICS (INDIA) LIMITED** (the Company) scheduled to be held on **Friday, April 26, 2024 at 12:00 P.M.** at the registered office of the Company at No. 18/3, Rajah Annamalai Building, Annex III Floor, Rukhmani Lakshmipathy Road, Egmore – 600008, Tamil Nadu to transact following business:-

SPECIAL BUSINESS:

Item no. 1 – Approval of issue of Bonus Shares

To consider and if thought fit to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT in pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time and Articles of Association, consent of the Board of Directors and such other approvals, consents, permissions, sanctions as may be considered necessary from appropriate authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of Rs. 3,49,40,000 (Rupees Three Crore Forty Nine Lakhs and Forty Thousand only) out of sum outstanding to the credit of the existing free reserves and securities premium account as per the unaudited Financial Statements of the Company as on September 30, 2023, or such other amount as may be considered necessary by the Board for the purpose of issue 34,94,000 (Thirty-Four Lakhs Ninety Four Thousand Only) Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date to be determined by the Board, in the proportion of 1:1 i.e.1 (One) Bonus Equity Share of ₹ 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Shares of ₹ 10/- (Rupees Ten only) each held by Member / Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company.

“RESOLVED FURTHER THAT the Board of Directors confirm with reference to the issue of bonus shares that:

- The existing equity shares of the company are fully paid up.
- The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.
- The Company is authorized by the Articles of Association to issue bonus shares, as being proposed in the resolution.
- There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- The Company has not defaulted in payment of any statutory dues.”

RESOLVED FURTHER THAT the New Equity Shares of Rs. 10/- (Rupees Ten) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders, within the period prescribed as permitted under Act and the rules made thereunder.

RESOLVED FURTHER THAT the Bonus Equity Shares will be allotted to those Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. NSDL and CDSL and to those Members holding shares in physical form on “Record Date” determined by the Board of Directors;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants.

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchange where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all

questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding.”

Item no. 2 – Approval of Further Public Offering of Equity Shares of the Company

*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 23, Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (**the “Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the “SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the rules and regulations made thereunder, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (**“SEBI”**) and the Reserve Bank of India (**“RBI”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, **the “Applicable Laws”**), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement(s) entered into between the Company, National Stock Exchange of India Limited (**the “NSE/Stock Exchange”**), the stock exchange in India where the equity shares of face value of Rs. 10 of the Company (**“Equity Shares”**) are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the GoI, the Registrar of Companies (**“RoC”**), SEBI, Stock Exchanges, RBI, and all other appropriate governmental, statutory and regulatory authorities in India (**the “Regulatory Authorities”**) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorized committee thereof for the time being, namely **“FPO Committee”**, exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot Equity Shares by way of a fresh issue of Equity Shares through a further public offer (including under the fast track route, subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations) (**the “Offer”**), for cash, either fully or partly paid, wherein calls are made in one or more tranches, either at par or premium or such that the amount being raised in one or more tranches including pursuant to the Offer to any persons, whether or not those persons include the persons referred to in clause(a) or clause(b) of Section 62(1) of the Companies Act, 2013 including the issue and allotment of shares to the Market Maker in accordance with the provisions of SEBI ICDR Regulations aggregating up to Rs. 20,00,00,000 (Rupees Twenty Crores Only) including Share Premium for cash and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the Companies Act, SEBI ICDR Regulations and other applicable laws and regulations provided.

RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Securities and Exchange Board of India/Ministry of Corporate Affairs/NSE or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted, are received from NSE for listing on its SME Platform in accordance with the SEBI ICDR Regulations and SEBI LODR Regulations.

RESOLVED FURTHER THAT

- a) All monies received by the Company out of the Issue and allotment of the Equity Shares to the public shall be transferred to a separate bank account as referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Issue as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue proceeds remains unutilized under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the Issue, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Further Public Issue, including, without limitation, the following:

- (i) Constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Further Public Issue ("FPO Committee");
- (ii) Authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- (iii) Giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) Appointing Market Maker(s), Underwrites(s), Legal Advisor(s), Registrar(s), Escrow Bank(s), Syndicate Member(s), and other intermediaries to the Further Public Issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/or regulatory requirements in consultation with the Lead Manager;
- (v) Seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;

- (vi) Deciding the issue size, pricing and terms of the Equity Shares, and all other related matters.
- (vii) Approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager, in accordance with all applicable laws, rules, regulations and guidelines;
- (viii) To authorise and approve the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- (ix) Submission of Application and seeking the listing of the Equity Shares on NSE and taking all actions that may be necessary in connection with obtaining such listing;
- (x) Finalization of and arrangement for the submission of the draft prospectus to be submitted to the stock exchange for receiving comments from the Further public and the prospectus to be filed with the stock exchange, Registrar of Companies, SEBI and / or any other regulatory authorities, and any corrigendum, amendments supplements thereto;
- (xi) Authorization of the maintenance of a register of holders of the Equity Shares;
- (xii) Finalization of the basis of allotment of the Equity Shares;
- (xiii) Finalization of the allotment of the Equity Shares on the basis of the applications received;
- (xiv) To authorise and approve notices, advertisements in relation to the Offer in accordance with applicable law and in consultation with the relevant intermediaries appointed for the Offer;
- (xv) Acceptance and appropriation of the proceeds of the Further Public Issue;
- (xvi) To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Further Public Issue;
- (xvii) To give directions or instructions and take action in relation to handling and managing investor grievances in relation to the Offer pursuant to allotment in the Offer;
- (xviii) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;

RESOLVED FURTHER THAT the said equity shares to be issued shall rank pari passu with the existing equity shares of the Company and shall be entitled to dividend, if any, declared in accordance with the statutory guidelines that are in force at the time of such declaration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the securities to be issued including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates/clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements,

documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh consent or approval of the shareholders of the Company and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Securities and utilisation of proceeds of the Securities, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to delegate the all powers herein conferred by this resolution on it, to the Managing Director of the Company or any one of the Executive Directors or Company Secretary or any other person(s) as it may deem fit to give the effect to the aforesaid resolution.”

**For and on behalf of Board of Directors of
Timescan Logistics (India) Limited**

**Sd/-
Moulana Tafeek Islam
Managing Director
DIN: 02125126**

**Sd/-
Jacob Anilkumar Bunga
Whole-time Director
DIN: 08909893**

**Date: April 01, 2024
Place: Chennai**

Notes:

1. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 1 and 2 of the accompanying Notice are annexed hereto.
2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY AND IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ANNEXED HEREWITH.
3. The instrument appointing Proxy should be returned to the Registered Office of the Company not less than 48 (Forty-Eight) Hours before the time for holding the Meeting. Proxies submitted on behalf of Companies, Societies, Partnership Firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member Organization. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or a Member. The Members/proxies should bring their copies of Attendance Slip attached herewith, duly filled in for attending the meeting.
4. Corporate members intending to authorise their authorized representatives to attend the Meeting are requested to share (PDF/JPG Format) certified copy of its Board or Governing Body Resolution/Authorization etc. authorizing its representative to attend EGM on its behalf and to vote in the meeting. The said Resolution/ Authorization shall be sent to the company by email through its registered email address at cs@timescan.in
5. Members/Proxies/ Authorised Representatives should bring the Attendance Slip duly filled in for attending the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. For exercising the votes by the members by electronic means, the Company has provided the facility of remote e-voting. The procedure for using the remote e-voting facility is given in the subsequent paragraphs.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot/Polling Paper shall also be made available at

the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s. Rahul Goswami & Co., Practicing Company Secretaries**, as a Scrutinizer to scrutinize the process of e-voting.

9. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
10. The Route Map is annexed in this Notice. The venue for the 01/2024-25 Extra-Ordinary General Meeting shall be the Registered Office of the Company.
11. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice calling the EGM of the Company inter alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that aforesaid documents has been uploaded on the website of the Company at www.timescan.in . The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at https://www1.nseindia.com/merge/index_sme.htm respectively and also available on the website of CDSL (including remote e-voting instructions) i.e. [CDSL-eVoting System \(evotingindia.com\)](http://CDSL-eVotingSystem(evotingindia.com)). In line with the MCA Circulars, the Company has enabled a process for the limited purpose of receiving the EGM Notice electronically.
12. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 who wish to inspect during the EGM and all the documents referred to in the Notice will also be available for inspection by the members from the date of circulation of this notice up to the date of EGM i.e., April 26, 2024 at the registered office of the Company on all the working days, except Saturdays, between 10:00 A.M. to 01:00 P.M.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. The submission of Permanent Account Number ("PAN") and bank account details of all securities holders holding securities in physical form to the Company/Cameo Corporate Services Limited (Registrar and Share Transfer Agent). Members holding shares in electronic form are also requested to submit/update their PAN and bank account details to their Depository Participants with whom they are maintaining their Demat accounts.
15. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13

duly filed to Cameo Corporate Services Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

16. Non-Resident Indian Members are requested to inform Cameo Corporate Services Limited Company's RTA immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc.
18. **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

1. The voting period begins from 9.00 A.M. (IST) April 23, 2024 and ends on 5.00 P.M. (IST) April 25, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date April 19, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

4. 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.
5. Pursuant to abovesaid 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	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrati on or www.cdslindia.com and click on login and new system Myeasi 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 on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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	<ol style="list-style-type: none"> 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

<p>demat mode with NSDL Depository</p>	<p>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.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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.</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 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
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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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

6. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” module.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

Particulars	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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for **Timescan Logistics (India) Limited** on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. 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 mandatory 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 and to the Company at the email address viz; cs@timescan.in, 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 through Depository.

If you have any queries or issues regarding 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 22 55 33.

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 22 55 33.

EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the special businesses mentioned under resolutions Nos. 1 and 2 of the accompanying Notice.

SPECIAL BUSINESS

Item No. 1 Approval of issue of Bonus Shares

The equity shares of the Company are listed and are actively traded on SME platform of National Stock Exchange of India Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board in its Meeting held on March 28, 2024, recommended an issue of Bonus Shares in the proportion of 1 (One) New Equity Share of Rs. 10/- for every 1 (One) existing fully paid Equity Shares of Rs.10/- each of the Company held by the Members on the Record Date, by capitalizing an amount of Rs. 3,49,40,000/- (Rupees Three Crore Forty-nine Lakh Forty Thousand) standing to the credit of Securities Premium/Surplus in the Statement of Profit & Loss Account as at September 30th, 2023 by issue of 34,94,000 equity shares of Rs. 10/- each fully paid.

Accordingly, the resolution seeks approval of the shareholders for capitalizing Rs. 3,49,40,000/- (Rupees Three Crore Forty-nine Lakh Forty Thousand) out of the amount standing to the credit of Free Reserves and issue of bonus shares out of the same on the terms and conditions as set out in the resolution.

The Articles of Association of the Company authorize the Company to issue bonus shares by capitalization of securities premium account or other free reserves as may be considered necessary by the Board of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company. Your Board recommends the resolution for approval of the members.

Item No. 2 Approval of Further Public Offering of Equity Shares of the Company

The Company proposes to create, offer and issue fresh equity shares of the Company of face value Rs. 10/- (the "Equity Shares") each, up to an aggregate amount of Rs. 20,00,00,000 (Rupees Twenty Crores) on such terms, in such manner, at such time and at such price as may be

determined/discovered in accordance with applicable laws, including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), to any persons, whether or not those persons include the persons referred to in clause(a) or clause(b) of Section 62(1) of the Companies Act, 2013 ("the Act") including the issue and allotment of shares to a Market Maker in accordance with the provisions of SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank pari passu in all respects with the existing Equity Shares.

The Resolutions contained in Item No. 2 seeks for approval of Further Public Offering of Equity Shares in view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The proceeds from the Offer will be utilised for the purpose that shall be disclosed in the Draft Prospectus/Prospectus/Offer document to be filed with NSE, Stock Exchange where the shares of the Company are listed, including augmenting of working capital base, Capital Expenditure need, General Corporate Expenses and to meet any exigencies including pursuing new opportunities etc. the pricing of the securities to be priced shall be freely determined subject to such price not been less than the price calculated in accordance with SEBI ICDR Regulations. The Board and/or committee may at its absolute discretion, decide the price for the share to be offered, issued and allotted in the said issue.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company. Your Board recommends the resolution for approval of the members.

**For and on behalf of Board of Directors of
Timescan Logistics (India) Limited**

**Sd/-
Moulana Taufeeq Islam
Managing Director
DIN: 02125126**

**Sd/-
Jacob Anilkumar Bunga
Whole-time Director
DIN: 08909893**

**Date: April 01, 2024
Place: Chennai**

ATTENDANCE SLIP

01/2024-25 Extra-Ordinary General Meeting on Friday, April 26, 2024 at 12:00 P.M.

Regd Folio No. _____

(Shareholders Name in BLOCK Letters)

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.

(Member's / proxy's name and address in Block Letters to be furnished below)

I hereby record my presence at the 01/2024-25 Extra-Ordinary General Meeting of the Company held on Friday, April 26, 2024 at 12:00 p.m. at the registered office of the Company at No.18/3, Rajah Annamalai Building, Annex III Floor Rukhmani Lakshmipathy Road, Egmore Chennai – 600008, Tamil Nadu

If signed by Proxy, name should be
Written here in block Letters

Member's / Proxy's Signature

- Please fill the attendance slip and hand it over at the Entrance of the meeting hall.

Form No. MGT-11

Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L60232TN2006PLC061351
Name of the Company : Timescan Logistics (India) Limited
Registered office : No.18/3, Rajah Annamalai Building, Annex III Floor
Rukhmani Lakshmipathy Road, Egmore Chennai – 600008,
Tamil Nadu

Name of the member (s):

Registered Address:

Email Id:

Folio No. / Client Id:

DP ID:

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name :

Address:

Email Id:

Signature: _____, or failing him

2. Name :

Address:

Email Id:

Signature: _____, or failing him

3. Name :

Address:

Email Id:

Signature: _____, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2024-25 Extra-Ordinary General Meeting of the Company, to be held on Friday, April 26, 2024 at 12:00 p.m. at No.18/3, Rajah Annamalai Building, Annex III Floor Rukhmani Lakshmipathy Road, Egmore Chennai – 600008, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	FOR*	AGAINST**
Resolution No.1: - Approval of issue of Bonus Shares Issue of Bonus Shares to the existing shareholders in the ratio of 1 (one) new equity share of Rs. 10/- each for every 1 (one) existing fully paid equity shares of Rs. 10/- each. Issuing 34,94,000 new fully paid equity shares by capitalizing a sum of Rs. 3,49,40,000 out of its Free Reserves.		

Resolution No.2: - Approval of Further Public Offering of Equity Shares of the Company Raising of funds by way of issuance of issuance of Equity Shares upto Rs. 20 Crores (Rupees Twenty Crores) Only.		
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Affix Revenue Stamp

Signed this Friday of April 26th, 2024

Signature of Shareholder

Signature of proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Notes

1. The Proxy, to be effective should be deposited at the Registered office of the Company not less than **FORTY-EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders to vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the name stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission of a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. Please put a tick mark (√) in the appropriate column against the Resolution indicated in the box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorized representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a Company receives multiple Proxies for the same holding of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/ Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

Route Map

