Trans Freight Containers Ltd.

Office : 72-73, Nariman Bhavan, Nariman Point, Mumbai 400 021. (INDIA) • CIN : L34203MH1974PLC018009
Tel. : 91 (22) 2204 0630 / 2202 2172 • Fax : 91 (22) 22041773 • E-mail : tfcl@vsnl.com / tfcl2008@rediffmail.com
Factory : J-1 & J1 - 1, M.I.D.C. Tarapur Industrial Area, Boisar, Tarapur, Dist. : Palghar - 401 501.
Regd. Off. : Mulund Ind. Services Co.op. Society Ltd. Nahur Road, Mulund (W), Mumbai 400 080.• Tel.: 91 (22) 2561 0932

September 06, 2023

To,
The Secretary
Dept. of Corporate Service/Listing Dept.
The BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001.

Sub : Notice of 49th AGM of the membrs of the Company
and Annual Report for the Financial year 2022-23
BSE Scrip Code : 513063

Dear Sir,

This is to inform you that the 49th Annual General Meeting of the Company will be held on Friday, September 29th, 2023 at 11.00 a.m. at Mulund Industrial Services Co-op. Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080, Maharashtra, India to transact the business in terms of the Notice, which has been already sent alongwith the Annual Report for the Financial Year ended 31st March, 2023.

A copy of the Annual Report and Notice of Annual General Meeting pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure) Regulatios, 2015 is hereby enclosed.

The Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.

The remote e-voting period will begin from 9.00 a.m. on Tuesday 26th September 2023 and will end at 5.00 p.m. on Thursday, 28th September, 2023. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 22nd September, 2023, may cast their vote electronically.

Thanking you,

Yours faithfully,
For Trans Freight Containers Ltd.

TRANS FREIGHT CONTAINERS LTD. MUMBAI

Badal Mittal
Whole-time-Director
DIN : 00076143

NOTICE

NOTICE is hereby given that the 49th Annual General Meeting of the Members of **TRANS FREIGHT CONTAINERS LIMITED** will be held at the Registered Office of the Company at **Mulund Industrial Estate Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080** on Friday, 29th September, 2023 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2023 together with the Report of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Shri Badal M. Mittal (DIN: 00076143) who retires from office By rotation and being eligible, offers himself for re-appointment.

3. To re-appoint M/s. Ramanand & Associates, Chartered Accountants (ICAI FRN:117776W), as Statutory Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration and for this purpose to pass the following Resolution as an Ordinary Resolution:

   RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of the Audit Committee, M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No.117776W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this 49th Annual General Meeting until the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2024 to audit the accounts of the Company for the financial year 2023-24 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

4. To re-appoint Mr. Badal M. Mittal (DIN: 00076143) as Whole time Director of the Company and for this purpose to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Badal M. Mittal (DIN: 00076143), who has attained the age of Seventy (70) years, as a Whole Time Director of the Company for a further period of 5 years, with effect from 3rd December,2023 till 2nd December,2028 at Nil remuneration and shall be liable to retire by rotation.

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. To approve the re-appointment of Mr. Narendra K. Mundra (DIN 00152388) as an Independent Director of the Company for a second term of 5(five) consecutive years and for this purpose to pass the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149(10), 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force),Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Narendra K. Mundra (DIN 00152388),Independent Director of the Company, whose present term expires on 2nd December,2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of 5(five) consecutive years commencing from December 3,2023 till December 2,2028 and who shall not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors,

BADAL M. MITTAL
Whole-time Director
DIN: 00076143

REGISTERED OFFICE :
Mulund Industrial Services Co-op. Society Ltd.
Nahur Road, Mulund (West), Mumbai - 400 080.
Place : Mumbai
Date: 11th August, 2023

NOTES :

1. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES INSTEAD OF HIMSELF / HERSELF AND VOTE ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**.
3. **THE PROXY FORMS, TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The Proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, it must be supported by an appropriate resolution/authority, as applicable.
6. Corporate Members intending to send their Authorised Representatives to attend the Meeting 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.

7. The information regarding the Directors who are proposed to be appointed or re-appointed, as required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

8. 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.

9. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive).

10. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialized at the earliest.

11. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the shares held by them in the Company, can make nominations in Form SH.13.

12. Members are requested to promptly notify any change in their address to the Company or to the Registrar and Share Transfer Agents.

13. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/Registrar and Share Transfer Agent.

14. As per the MCA Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.

15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tfcl.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.tfcl.in

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

17. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, Companies can send Annual Reports and other communications through electronic mode. Notice of the 49th AGM along with the Annual Report for F.Y. 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Physical copy of the Annual Report shall be sent to those Members who request for the same. The Member who wishes to obtain hard copy of the Annual Report can send a request for the same at email ID – tfcl2008@rediffmail.com mentioning Folio No/ DP ID and Client ID.

18. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form

only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. Appointment of Scrutinizer:

Mr. K.C.Nevatia, Practicing Company Secretary (Membership No.FCS. 3963 and CP No. 2348) has been appointed as Scrutinizer to scrutinize the e-voting process as well as voting by poll in fair and transparent manner.

Voting through electronic means

In Compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 ('Amendment Rules') and the regulation 44 of SEBI Listing Regulations, 2015, and Secretarial Standard, on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 49th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility of voting by Poll shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have casted their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.

The remote e-voting period commences on Tuesday, 26th September, 2023 at (9.00 A.M. IST) and ends on Thursday,28th September,2023 at (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date on Friday, 22nd September, 2023 at (5.00 P.M. IST), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on Friday, 22nd September, 2023 at (5.00 P.M. IST).Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode,:

The voting period begins on Tuesday, 26th September, 2023 at (9.00 A.M. IST) and ends on Thursday, 28th September,2023 at (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, 22nd September, 2023 at (5.00 P.M. IST) may cast their vote electronically. The e-voting module shall be disabled by LINKINTIME for voting thereafter.

Pursuant to SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.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, the 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.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants 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 the company name or e-Voting

service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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
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 Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

o Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited

ANNEXURE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015) are as under:

Name of Director	**Mr. Badal M. Mittal**	**Mr. Narendra K. Mundra**
DIN	00076143	00152388
Date of Birth	30/05/1952	10/01/1960
Date of first appointment	08/02/1996	03/12/2018
Qualifications	B.E, MBA(USA)	Degree of Bachelor of Commerce.
Expertise in specific functional areas and experience	Wide experience in the business of construction	Wide experience in Accounts and Taxation
Number of Meetings of the Board attended during the year	4 out of 4	4 out of 4
Relationship between directors inter-se	There is no inter-se relationship among directors	There is no inter-se relationship among directors
Directorship Held in Other Listed companies	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director a) Audit Committee b) Stakeholders Relationship Committee	NIL	NIL
Shareholdings in the Company	93941	NIL

ANNEXURE TO NOTICE

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

Item No. 3:

Re-appointment of M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No. 117776W) as Statutory Auditors of the Company

M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No. 117776W) were appointed as Statutory Auditors of the Company at the 48th Annual General Meeting ("AGM") of the Company held on 30th September,2022 for a period of 1(One) year, up to the conclusion of 49th Annual General Meeting of the Company. M/s. Ramanand & Associates. are eligible for re-appointment and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the Companies Act, 2013 ("the Act"') and the Rules made thereunder. M/s. Ramanand & Associates have confirmed that they are eligible for the proposed re-appointment under the Companies Act,2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Ramanand & Associates as the Statutory Auditors of the Company for further period of 1(One) year who shall hold office from the conclusion of this 49th AGM till the conclusion of the 50th AGM of the Company to be held in the year 2024. The Board of Directors have proposed a remuneration of Rs.50,000/- (Rupees Fifty Thousand only) for conducting the audit for the financial year 2023-24, plus applicable taxes and reimbursement of out-of-pocket expenses.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4

Re-appointment of Mr. Badal M. Mittal (DIN: 00076143) as Whole Time Director of the Company

Mr. Badal M. Mittal was appointed as Whole time Director of the Company for a term of five (5) years commencing from December 3, 2018 till December 2, 2023. Accordingly, his term as Whole time Director of the Company is due for expiration on December 2, 2023.

Mr. Badal M. Mittal, Whole Time Director has attained the age of 70 years on 30th May,2022. Pursuant to Section 196(3)(a) of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for re-appointment of Whole time Director of the Company.

Mr. Badal M. Mittal has wide experience in the business of construction and management.

Accordingly, looking at his wide experience in the business of construction and management, the Board of Directors recommends to the shareholders for the reappointment of Mr. Badal M. Mittal as Whole time Director of the Company for a further period of five (5) years effective from December 3, 2023 till December 2,2028, by passing Special Resolution set out at Item No.4 of the accompanying Notice for the approval of the Members.

The Company has received a notice from member of Company proposing the candidature of Mr. Badal M. Mittal for the office of Director under Section 160 of the Act.

Mr. Badal M. Mittal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act,2013, nor debarred from holding the office of director by virtue of any SEBI(Listing and Obligations Requirements) Regulations, 2015 and has given all the necessary declarations and confirmation.

Terms and Condition of appointment of Mr. Badal M. Mittal is as under:

I. **Tenure:** The tenure of appointment shall be for five (5) years commencing from December 3, 2023 till December 2, 2028.

II. **Remuneration**: Nil

Except **Mr. Badal M. Mittal**, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO.5

Re-appointment of Mr. Narendra K. Mundra (DIN 00152388) as an Independent Director of the Company

Mr. Narendra K. Mundra (DIN 00152388), was appointed as an Independent Director of the Company at the 45th Annual General Meeting held on 30th September, 2019, for a period of 5 (Five) years with effect from 3rd December,2018 till 2nd December,2023, and he is eligible for re-appointment for the second term of 5 years with effect from 3rd December,2023.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 11th August,2023, decided to recommend to the shareholders for the re-appointment of Mr. Narendra K. Mundra, for the second term of 5(five) consecutive years i.e. from 3rd December, 2023 till 2nd December,2028,

The profile and specific areas of expertise of Mr. Narendra K. Mundra are provided as Annexure to the Notice.

Mr. Narendra K. Mundra has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible to be re-appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment.

The Board is of the opinion that it is desirable and in the interest of the Company to continue Mr. Narendra K. Mundra on the Board of the Company as an Independent Director and accordingly the Board recommends the re-appointment of Mr. Narendra K. Mundra as an Independent Director for a second term of 5 (Five) consecutive years, as proposed in the Resolution set out at Item no. 5 of the accompanying Notice for approval by the Members as a Special Resolution.

Except Mr. Narendra K. Mundra, none of the Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors,

BADAL M. MITTAL
Whole-time Director
DIN: 00076143

REGISTERED OFFICE :
Mulund Industrial Services Co-op. Society Ltd.
Nahur Road, Mulund (West), Mumbai - 400 080.
Place : Mumbai
Date: 11th August, 2023

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	:	L34203MH1974PLC018009
Name of the Company	:	TRANS FREIGHT CONTAINERS LIMITED
Registered office	:	Mulund Industrial Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080
Telephone No.	:	+91 22 22040630/22022172
Fax No.	:	+91 22 22041773
E-mail	:	tfcl2008@rediffmail.com

Name of the Member(s) : ____________________
Registered Address: ____________________
Email ID: ____________________
Folio No./Client ID: ____________________ DP ID: ____________________

I/ We, being the member(s) holding .... shares of the above named company, hereby appoint:

1. Name: ____________________ Address: ____________________
   E-mail Id: ____________________ Signature: ____________________, or failing him;
2. Name: ____________________ Address: ____________________
   E-mail 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 49th Annual General Meeting of the members of the Company, to be held on Friday, the 29th September, 2023 at 11:00 a.m. at the registered office situated at Mulund Industrial Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080 and at any adjournment thereof in respect of such resolutions as are indicated below.

Sr. No.	RESOLUTIONS	For	Against	Abstain
1.	To receive, consider and adopt the Audited financial statements of the Company as at 31st March, 2023 together with the Report of the Board of Directors and the Auditors thereon.			
2.	To appoint a director in place of Shri Badal M. Mittal (DIN: 00076143) who retires from office by rotation and being eligible, offers himself for re-appointment.			
3.	To re-appoint M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No.117776W), as Statutory Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.			
4.	To approve the re-appointment of Mr. Badal M. Mittal (DIN: 00076143) as Whole time Director of the Company.			
5.	To approve the re-appointment of Mr. Narendra K. Mundra(DIN: 00152388) as Independent Director of the Company.			

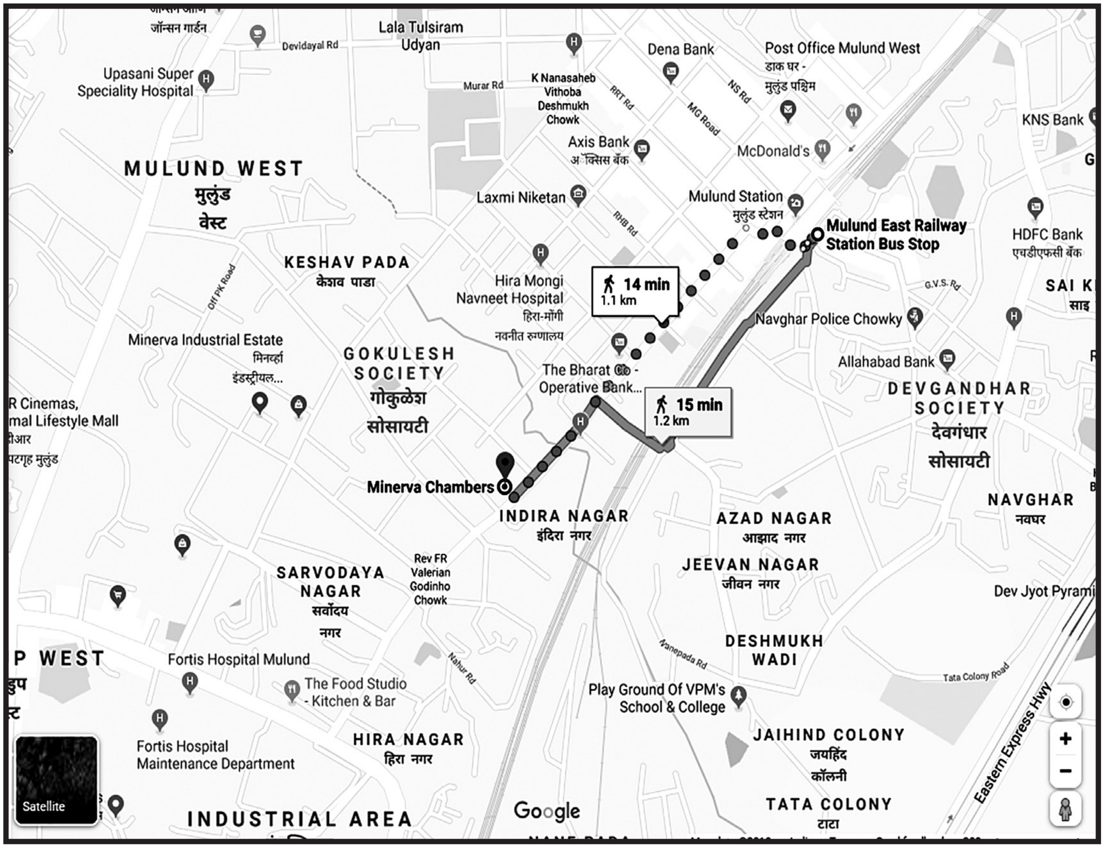
Signed this .... day of ...., 2023.

....
Signature of Shareholder: Signature of Proxy holder(s):

Note:

(1) 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.
(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 49th Annual General Meeting.
(3) It is Optional to put a “X” in the appropriate column against the Resolution indicated in the Box. If you leave the ‘For’ or ‘Against column blank agianst any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
(4) Please complete all details including details of member(s) in above box before submission.
(5) A proxy need not be a member of the Company.
(6) A person an act as a proxy on behalf of member/s not exceeding fifty and holding in aggregate not more than 10% as the total share capital of the Company carrying voting rights. A member holding more than 10% as the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

ROUTE MAP FOR AGM VENUE



AGM VENUE

Mulund Industrial Services Co.op. Society Ltd.

Nahur Road, Mulund (W),

Mumbai 400 080.

Regd.Office : Mulund Indl. Services Co-op. Soc. Ltd., Nahur Rd.,
Mulund (W), Mumbai-400 080 Phone: 022 22040630 Email: tfcl2008@rediffmail.com

CIN : L34203MH1974PLC018009

ATTENDANCE SLIP

Sr No.: ....

Registered Folio No./ DP ID / Client ID	
Name and Address of the Member(s)	
Joint Holder(s)	
No of Share(s)	
Name of Proxy (in Block Letters)	
Signature of the Member(s) / Proxy	

I/We hereby record my / our presence at the 49th Annual General Meeting of the Company being held on Friday, 29th September, 2023 at 11.00 a.m. at Mulund Industrial Services Co.op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.

________________________________ ________________________

Member’s / Proxy’s name in Block Letters Member’s / Proxy’s Signature

Note : Members / Proxies are requested to bring the attendance Slip with them.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ELECTRONIC VOTING PARTICULARS

EVENT No. (Electronic Voting Sequence Number)	*Default PAN
230556	

* Only Shareholders who have not updated their PAN with Company / Depository Participant shall use Default PAN in the Pan Field

Note : Please read the e-voting instructions printed in the Notice of Annual General Meeting.

The E-Voting period starts on 26th September, 2023 at 09:00 A.M. and ends at 28th September, 2023 at 5:00 P.M. The e-voting shall be decided by Insta vote for voting thereafter.