January 24, 2015

Listing Department,
The National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Dear Sir/Madam,

Scrip Code: TCI

SUB: RESULT OF POSTAL BALLOT (INCLUDING E VOTING)

This is continuation to our letter dated 24th December, 2014, informing you that the calendar of event for the Postal ballot to be conducted between 23rd December, 2014 to 21st January, 2015.

In term of Section 110 of the Companies Act, 2013, rules made thereunder and Listing agreement(s) entered with Stock Exchange(s), the company had sent Notice of Postal dated 19th December, 2014 for seeking approval of shareholder, by passing Special Resolutions through Postal Ballot for the Special Businesses listed therein.

Now we are pleased to inform you that, Based on the Scrutinizer's Report dated 24th January, 2015, the result of the Postal Ballot (including E-Voting) have been declared on 24th January, 2015 as follows:

Sr. No.	Brief Particulars of Special Resolution	No. of Total Votes received by the Scrutinizer			No. of Shares and %age of total votes cast in favour of the Resolution		No. of shares and %age of total votes cast against the Resolution	
		Total No. of Votes received	No. of Valid Votes	No. of Invalid Votes	No. of shares	%age of total votes	No. of Shares	% of total votes
1	Amendment in Clause II- the Registered Office Clause of the Memorandum of Association of the Company	54,636,021	54,635,746	275	54,635,561	99.9997	185	0.0003
2	Amendment in Clause III- the Object Clause of the Memorandum of Association of the Company	54,636,021	54,635,746	275	54,635,271	99.9991	475	0.0009
3	Amendment in Clause IV- the Liability Clause of the Memorandum of Association of the Company	54,636,021	54,635,646	375	54,635,111	99.9990	535	0.0010

Accordingly, all three (03) Special Resolutions have been duly passed by the shareholders of the Company with requisite majority.

The Result of Postal Ballot (including E-Voting) alongwith Scrutinizer Report is available on the website of the Company i.e. www.tcil.com.

TRANSPORT CORPORATION OF INDIA LTD. ★ Corporate Office

We also enclose herewith the Scrutinizer's Report for your reference & records.

Kindly acknowledge receipt of the above and request you to take the same on your record.

Thanking you,

Yours faithfully,
For **Transport Corporation of India Ltd.**

Archana Pandey
Company Secretary & Compliance Officer
Enl: a/a

TRANSPORT CORPORATION OF INDIA LTD. Corporate Office

SANJEEV BHATIA & ASSOCIATES
Company Secretaries

E - 406 Rail Vihar, Sector 15 - II,
Gurgaon - 122 001 (Haryana)
Phone : 95124 - 2304628, 4032241
E-mail : sanjeev_cs1999@yahoo.com

Ref.....

Date :.....

Dated: 24-01-2015

To,

The Chairman
Transport Corporation of India limited
TCI House, 69 Institutional Area, Sector-32,
Gurgaon-122 001

Dear Sir,

Sub: Scrutinizer Report on the Resolutions through Postal Ballot/E-voting

This is in reference to the Scrutinizer Report in respect of the Special Resolutions circulated in the postal ballot notice dated 19th December, 2014 by the **Transport Corporation of India limited**. After taking due care and diligence of all the proceeding, I am hereby submitting my report.

Please find enclosed herewith my report and alongwith all the record maintained by me including the data as obtained from KCPL, the System Provider for the E-voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, Number of the shares held, number of shares voted and number of shares assented, number of share dissented, number of share rejected, ballot papers and other related papers which are in my safe custody to the Company Secretary of the Company.

Kindly acknowledge the receipt.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot/ E-Voting.

Thanking you

Yours truly,

For Sanjeev Bhatia & Associates
Company Secretaries

(Sanjeev Bhatia)
Proprietor

CP. No. 3870

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer

SANJEEV BHATIA & ASSOCIATES
Company Secretaries

E - 406 Rail Vihar, Sector 15 - II,
Gurgaon - 122 001 (Haryana)
Phone : 95124 - 2304628, 4032241
E-mail : sanjeev_cs1999@yahoo.com

Ref.....

Date :.....

To,

The Chairman
Transport Corporation of India limited
TCI House, 69 Institutional Area, Sector-32,
Gurgaon-122 001

Dear Sir,

Sub: Passing of the Resolutions through Postal Ballot/E-voting

Pursuant to the resolution passed by the Board of Directors of the **Transport Corporation of India limited** (TCI) dated 19th December, 2014, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 19th December, 2014.

I submit my report as under:

1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act'2013 read with Rule 20 of the Companies (Management and Administration) Rules.2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) BSE Limited (BSE) are required to provide e-voting facility to their shareholders on all shareholder resolutions to passed at General Meeting or through Postal Ballot. Since TCI falls within the requirements as specified in the Companies Act'2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

2. TCI accordingly has made arrangements with the "System Provider" Karvy Computershare Private Limited (KCPL) for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangement through its Registrar and Transfer Agent, Bigshare Services Pvt Ltd., hereinafter referred as (RTA) to set up the e-voting facility on the KCPL E-voting website http//www.evoting.karvy.com.

3. TCI through RTA has uploaded the resolution together with explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirement specified by KCPL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 19th December, 2014 sent to the shareholders by email, by Registered post. The Register of members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 12th December'2014.

4. The Postal ballot Notice dated 19th December, 2014 under Section 110 of the Companies Act, 2013 read with Rule 22 under the Chapter of "Management and Administration" as notified by MCA on March 27, 2014 were despatched to the shareholders whose email ids are not registered with the Company/RTA by Registered Post to 13142 numbers along with self-addressed prepaid Business Reply Inland Letter on December 23, 2014.

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Sanjeev Bhatia & Associates ★ Company Secretaries ★ CP No. 3870

5. In addition to the above. Postal Ballot Notices were also send vis. electronic mode by KCPL to 7303 shareholders on 05th January, 2014 at their registered email address with the Depositories and RTA as per the data downloaded from the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on 12th December, 2014 (cut-off-date). The company also dispatched 1247 Postal Ballot notice and form via Registered Post to those shareholders whose emails were bounced back. The details of such cases have been provided to me by RTA. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 6.00 p.m. on Wednesday, the 21st January, 2015 as the last date for receipt of Postal Ballots and for E-voting.

6. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in One English language newspaper having nationwide circulation (The Hindu Business Line) & in one vernacular language newspaper (Andhra Prabha) circulated in the district where registered office of the Company is situated viz. Secunderabad (Telangana), on 25th December, 2014 informing about completion of dispatch of the Postal Ballot Notices, both by Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

7. I have received the Postal Ballot forms from the shareholders received during the period starting from 23rd December, 2014 (10.00 A.M) and ended on Wednesday, 21st January, 2015 (6.00 P.M). All the Postal Ballot forms together with all vote cast by E-voting through KCPL received up to 21st January, 2015 till 6.00 P.M being the last date and time fixed by the Company for receipt of e-voting and ballot forms were considered for my scrutiny.

8. E-Voting facility was provided by KCPL, the details of the E-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed were duly complied by the RTA. While the details of the E-Voting was provided by the System Provider namely KCPL, entry in the Register, in respect of Postal Ballots containing the statement of shareholders name, folio number, postal ballot number, number of the share held, number of vote exercised etc., were done by me on the basis on register of members as of 12th December, 2014(the cut-off date), provided by the RTA.

9. On Scrutiny, I report that out of 21692 shareholders, 57 shareholders have exercised vote through E-Voting and 98 shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling result for the item placed for consideration by the members are given below:

Special Resolution I:

Pursuant to the provision of Section 4, 13 and all other applicable provision, if any, of the Company Act, 2013 & rules made there under (including any amendment thereto or re-enactment thereof) to amend Clause II of the Memorandum of Association of the Company.

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Sanjeev Bhatia & Associates
CP No. 3870
Company Secretaries

Total no. of Shareholder	21692		
Total no. of Shares	73273500		
Receipt of Postal Ballot form	From 23-12-2014 till 21-01-2015		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	57	54465669
Total votes cast through Postal Ballot Form	B	98	170352
Grand Total of E-Voting/Postal Ballot From (A+B)	C	155	54636021
Less: Invalid Voting (on account of Signature mismatch, for/against option not indicated)	D	3	275
NET E-Voting/Postal Ballot Form (C-D)	E	152	54635746

Note:

(i) Invalid Postal Ballot was not taken into account for counting of votes

(ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of the postal ballot or the number of shares in the postal ballot whichever is less.

(iii) The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration Rule.2014.

Summary of Postal Ballot/E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	50600940	50600940	100.000	50600940	0	100.000	0.000
Public – Institutional	2136583	669196	31.321	669196	0	100.000	0.000
Public – Other	20535977	3365610	16.389	3365425	185	99.995	0.005
TOTAL	73273500	54635746	74.564	54635561	185	99.9997	0.0003

Percentage of vote cast in favour: 99.9997% Percentage of votes cast against: 0.0003

RESULTS:

As the number of votes casted in favour of the Resolution is more than three times the number of votes cast against. I report that the Special resolution as set out in the Notice of Postal Ballot dated 19th December' 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of announcement of the results.

Certified True Copy
For Transport Corporation of India Ltd.
(A.K. [illegible])
Company Secretary & Compliance Officer

Sanjeev Bhatia & Associates ★ Company Secretaries ★ CP No. 3870

Special Resolution II:

Pursuant to the provision of Section 4,13 and all other applicable provision, if any, of the Company Act, 2013 & rules made there under (including any amendment thereto or re-enactment thereof) for Amendment in Clause III- the Object Clause of the Memorandum of Association of the Company.

Total no. of Shareholder	21692		
Total no. of Shares	73273500		
Receipt of Postal Ballot form	From 23-12-2014 till 21-01-2015		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	57	54465669
Total votes cast through Postal Ballot Form	B	98	170352
Grand Total of E-Voting/Postal Ballot From (A+B)	C	155	54636021
Less: Invalid Voting (on account of Signature mismatch, for/against option not indicated)	D	3	275
NET E-Voting/Postal Ballot Form (C-D)	E	152	54635746

Note:

(i) Invalid Postal Ballot was not taken into account for counting of votes

(ii)Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of the postal ballot or the number of shares in the postal ballot whichever is less.

(ii)The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration Rule.2014

Summary of Postal Ballot/E-voting

[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Promoter	50600940	50600940	100.000	50600940	0	100.000	0.000
Public - Institutional	2136583	669196	31.321	669196	0	100.000	0.000
Public – Other	20535977	3365610	16.389	3365135	475	99.986	0.014
TOTAL	73273500	54635746	74.564	54635271	475	**99.999**	0.001

Percentage of vote cast in favours : 99.999% Percentage of votes cast against: 00.001

RESULTS:

As the number of votes casted in favour of the Resolution is more than three times the number of votes cast against. I report that the Special resolution as set out in the Notice of Postal Ballot dated 19th December' 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of announcement of the results.

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Sanjeev Bhatia & Associates ★ Company Secretaries ★ CP No. 3870

Special Resolution III:

Pursuant to the provision of Section 4,13 and all other applicable provision, if any, of the Company Act, 2013 & Rules made there under (including any amendment thereto or re-enactment thereof) for Amendment in Clause IV- the Liability Clause of the Memorandum of Association of the Company

Total no. of Shareholder	21692		
Total no. of Shares	73273500		
Receipt of Postal Ballot form	From 23-12-2014 till 21-01-2015		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	57	54465669
Total votes cast through Postal Ballot Form	B	98	170352
Grand Total of E-Voting/Postal Ballot From (A+B)	C	155	54636021
Less: Invalid Voting (on account of Signature mismatch, for/against option not indicated)	D	4	375
NET E-Voting/Postal Ballot Form (C-D)	E	151	54635646

Note:

(i) Invalid Postal Ballot was not taken into account for counting of votes

(ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of the postal ballot or the number of shares in the postal ballot whichever is less.

(iii) The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration Rule.2014.

Summary of Postal Ballot/E-voting

Promoter	50600940	50600940	100.000	50600940	0	100.000	0.000
Public - Institutional	2136583	669196	31.321	669196	0	100.000	0.000
Public – Other	20535977	3365510	16.388	3364975	535	99.984	0.016
TOTAL	73273500	54635646	74.564	54635111	535	99.999	0.001

Percentage of vote cast in favours: 99.999% Percentage of votes cast against: 00.001

RESULTS:

As the number of votes casted in favour of the Resolution is more than three times the number of votes cast against. I report that the Special resolution as set out in the Notice of Postal Ballot dated 19th December' 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of announcement of the results.

Certified True Copy
For Transport Corporation of India Ltd.

(AR[illegible] PANDEY)
Company Secretary & Compliance Officer

Sanjeev Bhatia & Associates ★ Company Secretaries ★

I further report that as per the Postal Ballot Notice dated 19th December, 2014 and the Board Resolution dated 19th December, 2014, the Company Secretary will declare and confirm the above results of voting by postal ballot/e-voting in respect of the resolutions referred herein. The result of Postal Ballot together with the Scrutinizer's Report would be display in the Company's website www.tcil.com and on the website of KCPL with in two days of passing of the resolutions and also communicated to the Stock Exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. I further report that as per the said Rules, the record maintained by me including the data as obtained from KCPL, the System Provider for the E-voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, Number of the shares held, number of shares voted and number of shares assented, number of share dissented, number of share rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot/ E-Voting.

For Sanjeev Bhatia & Associates
Company Secretaries

Dated: 24-01-2015
Place: Gurgaon

(Sanjeev Bhatia)
Proprietor
CP. No. 3870

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Sanjeev Bhatia & Associates * Company Secretaries * CP No. 3870