

February 02, 2015



The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051

Dear Sir/Madam,

Scrip Code: TCI
Sub: Proceedings of Postal Ballot

In Continuation of our earlier letter dated 24th January 2015 we are forwarding herewith copy of Proceedings of postal Ballot as per clause 31 of the Listing Agreement.

These are for your reference and records.

Thanking You,

Yours Faithfully,
For Transport Corporation of India


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



Transport Corporation of India Ltd.

Corporate Office : TCI House, 69 Institutional Area, Sector 32, Gurgaon-122 207, Haryana, India www.tcil.com
Tel : 0124-2381-603 - 07 Fax : 0124-2381611 corporate@tcil.com
Regd. Office : Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003
Tel : 040-27840104 Fax : 040-27840163
CIN : L70109TG1995PLC019116

PROCEEDINGS OF THE POSTAL BALLOT THROUGH WHICH SPECIAL RESOLUTION WAS TRANSACTED BY THE SHAREHOLDERS OF THE TRANSPORT CORPORATION OF INDIA LIMITED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER.

Transport Corporation of India Limited ('The Company') had, on December 23, 2014 dispatched to all the shareholders the Notice dated December 19, 2014 together with Explanatory statement and postal ballot forms through Registered post and by email to their respective addresses/registered email IDs, as the case may be, pursuant to Section 110 of the Companies Act, 2013 ("The Act"), for obtaining the consent of the shareholders.

It is further informed that the Company had provided the facility of voting by electronic means to the shareholders to exercise their right to vote on all three Resolutions stated in the said Notice of Postal Ballot.

The Voting (Postal Ballot including E-voting) Commenced at 10:00 AM on 23rd December 2014 to 6:00 PM on 21st January 2015.

Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s Sanjeev Bhatia & Associates, Practicing Company Secretaries, Gurgaon was appointed as Scrutinizer for conducting the Postal Ballot Process.

The Scrutinizer had, after carrying out the scrutiny of all the Postal Ballot forms including E-voting received up to the closing of the hours on 21st January 2015, submitted his report on 24th January 2015. The Report Summarized as follows:

Summary of Postal Ballot/E-voting for Special Resolution No.1

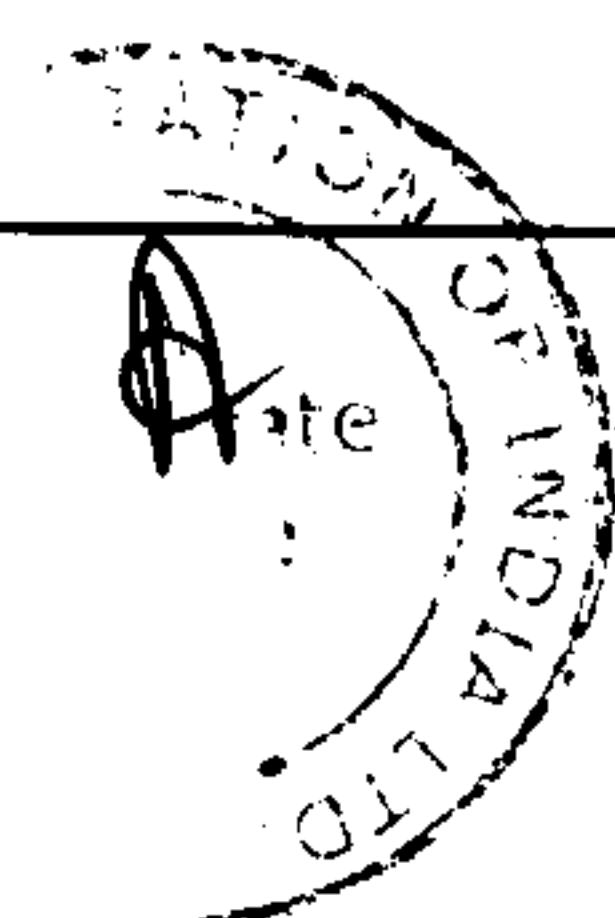
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	50600940	50600940	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

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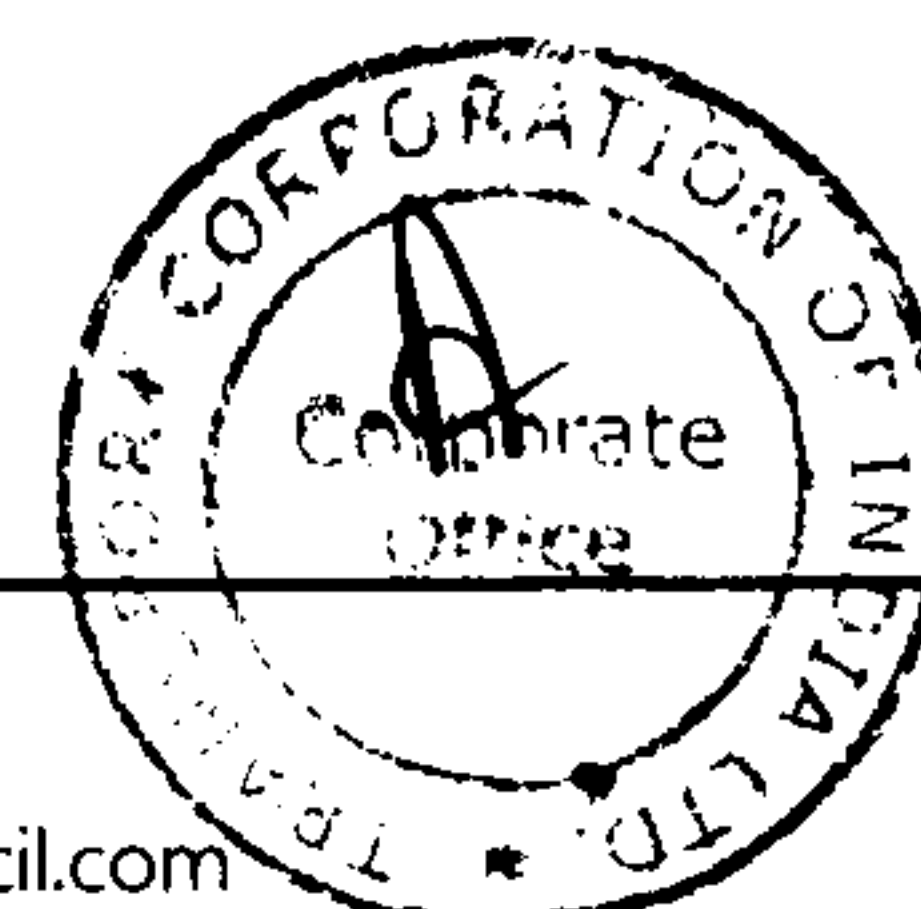
Summary of Postal Ballot/E-voting for Special Resolution No. 2

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	3365135	475	99.986	0.014
TOTAL	73273500	54635746	74.564	54635271	475	99.999	0.001

Summary of Postal Ballot/E-voting for Special Resolution No. 3

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	3365510	16.388	3364975	535	99.984	0.016
TOTAL	73273500	54635646	74.564	54635111	535	99.999	0.001

The Company Secretary declared that the Special Resolution No 1, 2 & 3 as mentioned in the Notice of Postal Ballot was assented by the requisite majority of the shareholder and hence the Resolutions as mentioned below are duly passed.


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1. Amendment in Clause II- the Registered Office Clause of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause II of the Memorandum of Association, be and is hereby amended and replaced to read as under:

Clause II: The Registered Office of the Company shall be situated in the state of Telangana (Formerly known as Andhra Pradesh).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari- Group Chief Financial Officer (PAN: ADHPT4172E) & Ms. Archana Pandey, Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. Amendment in Clause III- the Object Clause of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and shall read as under as stated at the relevant places below or by insertion of new clauses as specified hereinafter and/or including deletion of some clauses as stated hereinafter:

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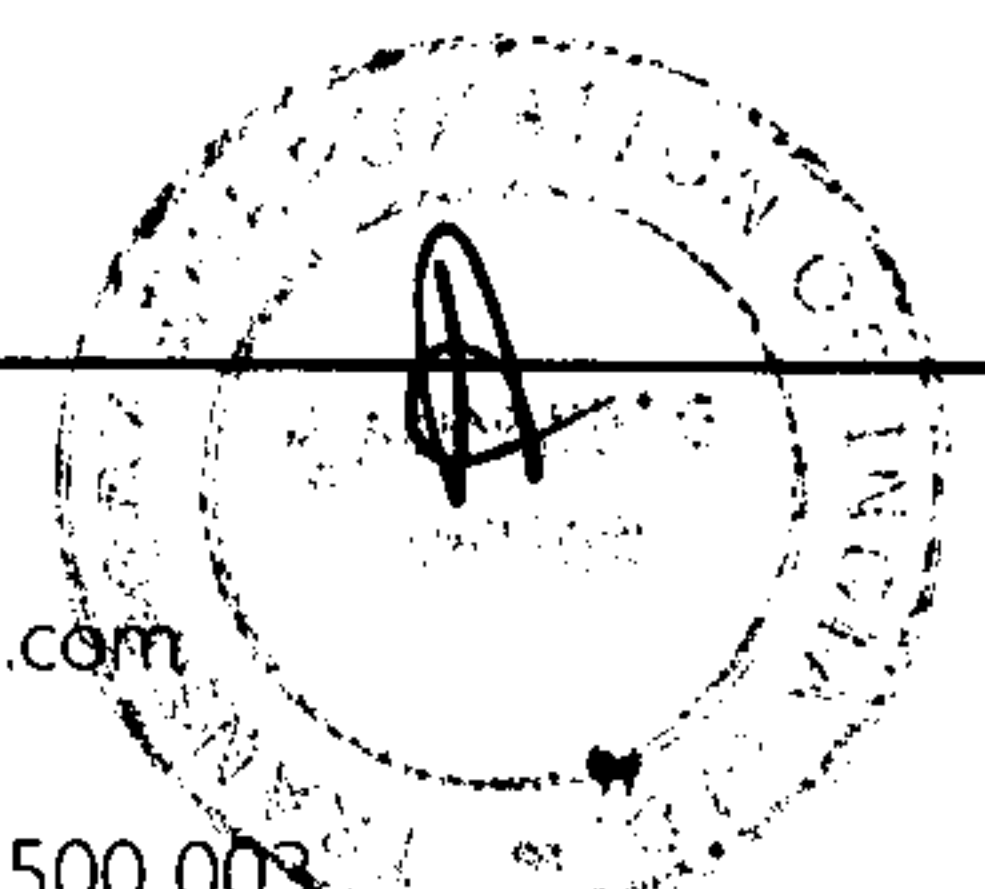
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1. By deleting the heading of Clause III A, "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:" and replacing it with the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-"
2. By deleting the heading of Clause III B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" and replacing it with the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-"
3. By inserting new Clause III A (1) to read as under:

"To carry on the business of operating ships or any part of the Ship whether owned or chartered or hired; and to carry on independently or otherwise any of trades and business of shippers, ship owners, ship brokers, ship managers, tug owners, shipping agents, lading brokers, freight contractors, barge owners, lighter man, clearing and forwarding agents, carriers by water transport, haulage and general contractors, dock owners, engineers, ice merchants, refrigerated store keepers, ships store merchants, chandlers, ship husbands, stevedores, warehousemen, wharfingers, salvagers, ship repairers, ship breakers, nautical instruments and ship rigging, gear fitting and equipment of every description in India or in any part of the world whether independently or as part of shipping business."

4. By amending existing Clause 12 so as to read as under and renumbering the same as new Clause III A (2):

"To undertake and carry on the business of logistics solution provider in any or all of its aspects i.e. multimodal transportation, warehousing, distribution, providing MIS and related documentation, to act as Power of Attorney holders for the customers, to collect the sale proceeds on behalf of the customers and any other services related with the logistics/transport."

5. By amending existing clause 6 so as to read as under and renumbering the same as new Clause III A (3):

"To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, services of pickup and delivery of documents, parcels, door to door/desk service of small, medium, bulk; odd or any size or type of consignments of all types of goods and merchandise including parcels, documents, refrigerated and frozen goods, public issue materials and household articles by company owned aircrafts, and/ or by leased or hired aircrafts and acquire permits for operating company owned or leased or hired aircrafts or any other airborne vehicle on any route in India or in any part of the world or in space."

6. By amending existing Clause 10 so as to read as under and renumbering the same as new Clause III A (4):

"To establish in India or in any part of the world, National and International courier business and to hold and deliver or arrange to deliver either on own arrangement or through representatives or the agents, customers' parcels articles, other consignments and negotiable instruments from one place to another in India or in any part of the world, and/or to undertake and carry out the work of loading, unloading, handling forwarding and clearing agents for and on behalf of the owners of goods, luggage, parcels,

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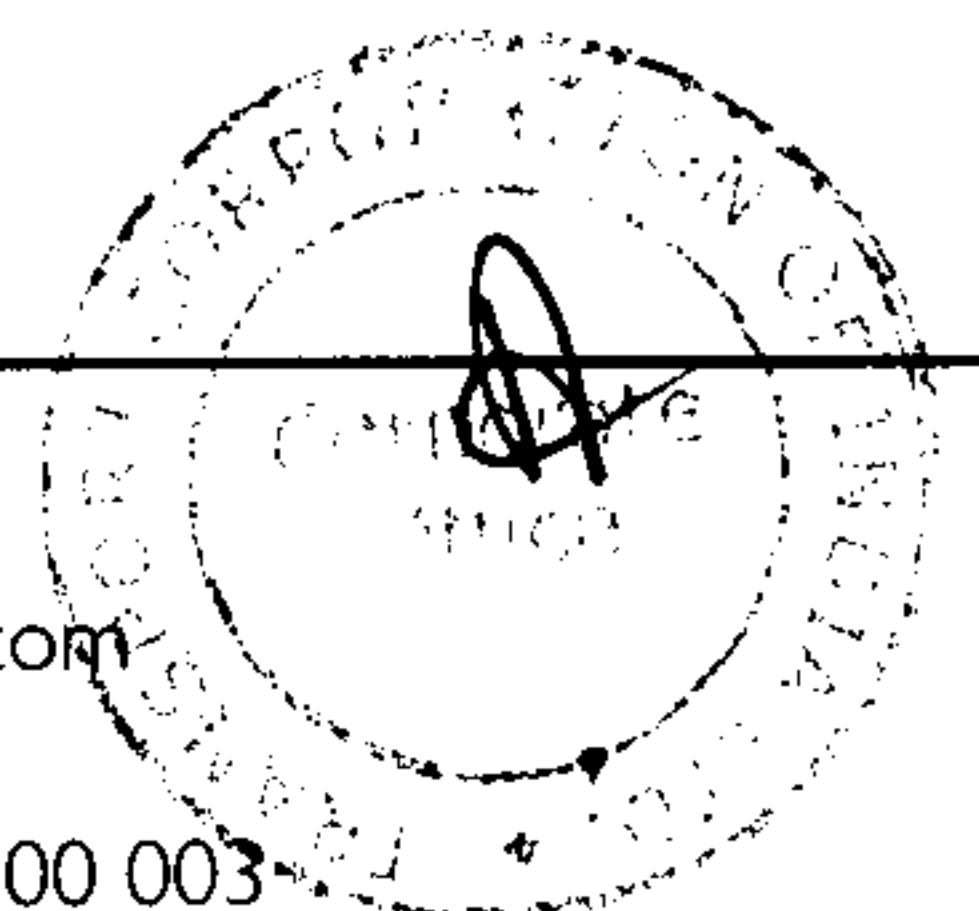
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articles, commodities, merchandise, livestock and other movables of every description and nature whatsoever in India or in any part of the world."

7. By amending existing Clause 13 so as to read as under and renumbering the same as new Clause III A (5):

"To carry on the business of and acquire permit for public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, Express Cargo Services of pick-up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd or any size or type of consignments including refrigerated and frozen goods, public issue materials and household articles on land, water or air by any conveyance whatsoever and to acquire permits for plying lorries, buses, cars, rails own aircrafts, and/or hired aircrafts, ships, vessels etc. on any route in India or in any part of the world."

8. By amending existing Clause 7 so as to read as under and renumbering the same as new Clause III A (6):

"To acquire permits for plying ship, ferries, rails, lorries/trucks, buses, cars, boats and steamers and other services and to operate ships, rails, buses, lorries/trucks or other vehicles as the case may be on any routes in India and/or outside India."

9. By amending existing Clause 2 by adding the words 'including factoring, providing finance, arrangement of finance/loan both short term and long term & renumbering the same as new Clause III A (6).

10. By amending existing Clause 13 so as to read as under and renumbering the same as new Clause III A (12):

"To provide service of collection of cash, cheque, demand drafts or every acceptable payment instruments from the consignees on behalf of the consignors or otherwise, payment instrument may be in favor of the company or the consignor or third party and to collect cheque and any other monetary or payment instrument from the bankers and their presentations to the correspondent banks or any other type of financial institution."

11. By deleting existing Clauses III A (10);
12. By deleting the heading of Clause III C, "C. OTHER OBJECTS";
13. By deleting existing Clauses III C (1), (2), (3);

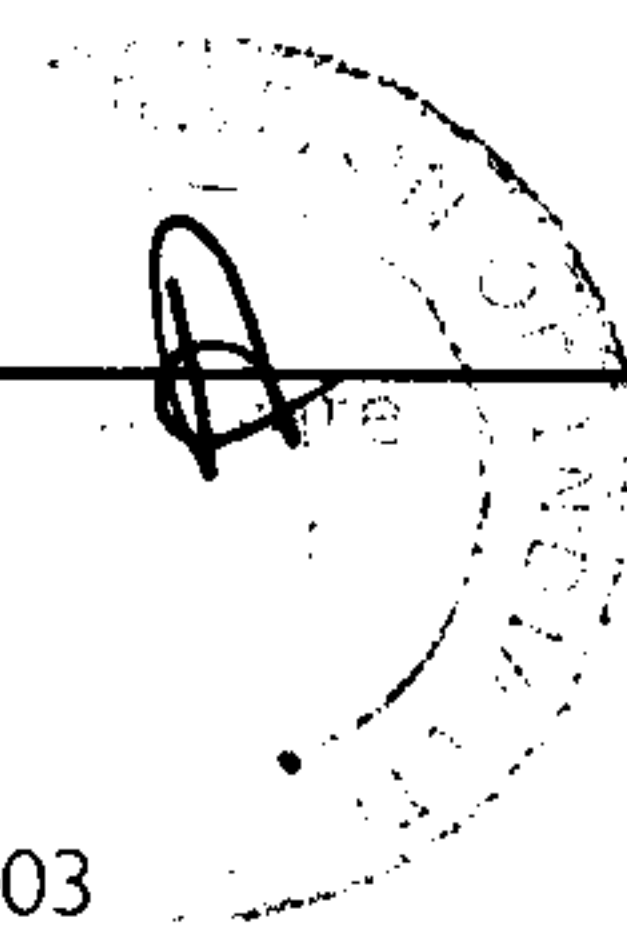
RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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3. Amendment in Clause IV- the Liability Clause of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause IV of the Memorandum of Association, be and is hereby amended and replaced to read as under:

Clause IV: The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

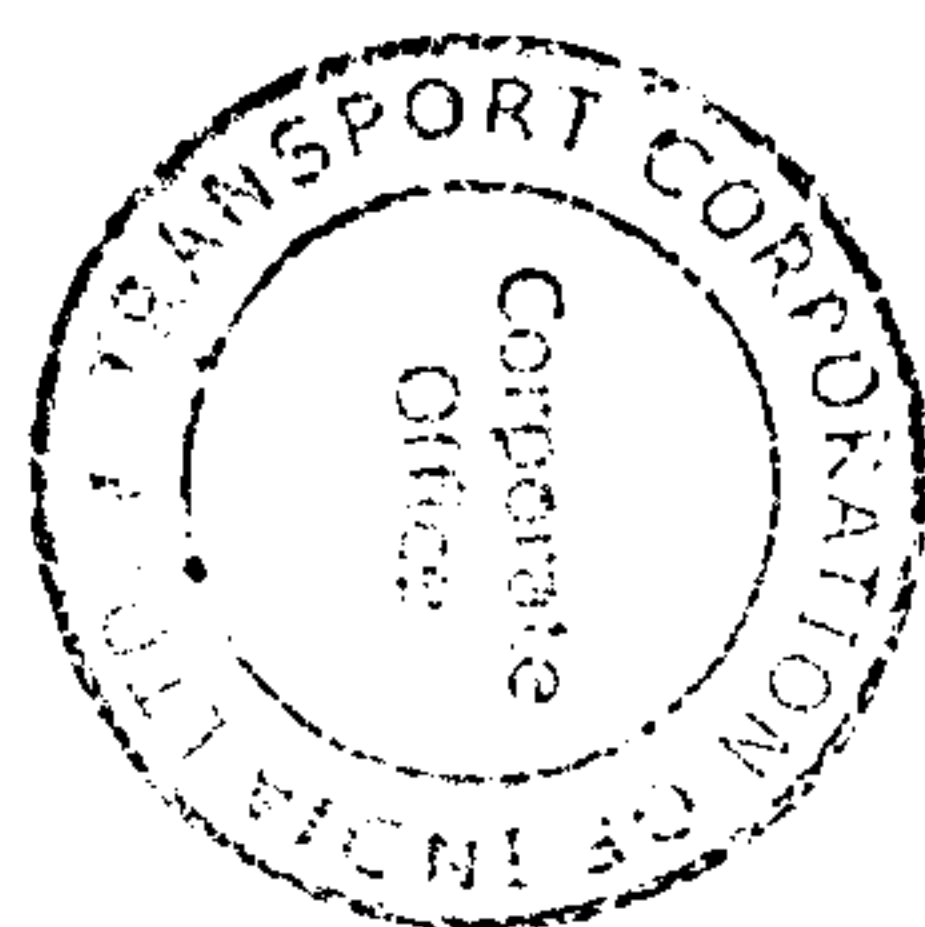
RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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The above results were announced by the Company Secretary on Saturday, 24th January 2015.

Place:
Date:

By Order of the Board of Directors
For Transport Corporation of India Limited




Archana Pandey
Company Secretary & Compliance officer

Transport Corporation of India Ltd.

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