

February 04, 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 Extra-ordinary general meeting

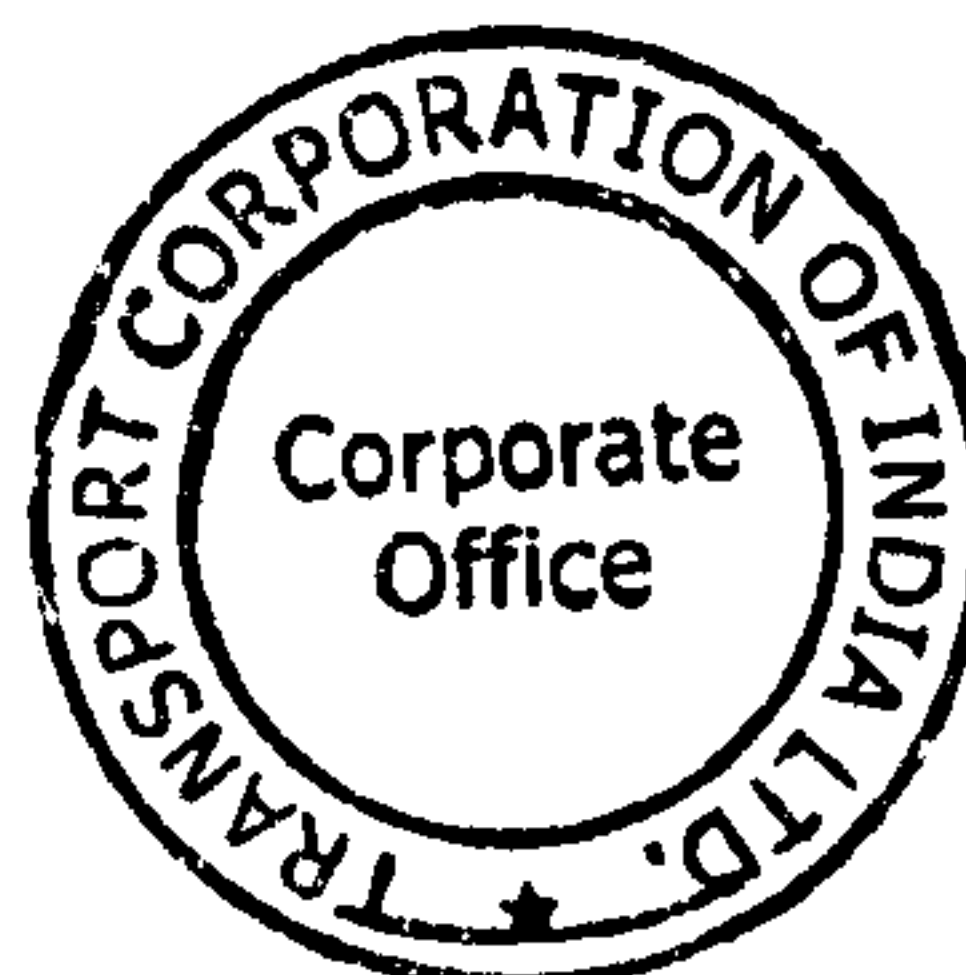
This is in Continuation of our letter dated 31st January 2015 intimating the outcome of the extra ordinary general meeting held on Thursday, the 29th January 2015 at 4:00 PM at Aiaiyao Meeting Room, Hotel Lemon Tree premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi-110037.

We are now forwarding herewith copy of proceedings of above extra ordinary general meeting for your information, records and meeting the disclosure requirement as per listing Agreement.

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, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003
Tel : 040-27840104 Fax : 040-27840163

CIN : L70109TG1995PLC019116

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF TRANSPORT CORPORATION OF INDIA LIMITED HELD ON THURSDAY, 29TH JANUARY, 2015 AT AIAIYO MEETING ROOM, HOTEL LEMON TREE PREMIER, DELHI AIRPORT, ASSET NO.6, AEROCITY HOSPITALITY DISTRICT, NEW DELHI 110037

Directors Present:

Mr. S. M. Datta	Chairman
Mr. O. Swaminatha Reddy	Director
Mr. Ashish Bharat Ram	Director
Mr. D.P. Agarwal	Vice Chairman & Managing Director
Mrs. Urmila Agarwal	Director
Mr. Vineet Agarwal	Managing Director
Mr. Chander Agarwal	Joint Managing Director

In Attendance:

Mr. Ashish Tiwari	Group CFO
Ms. Archana Pandey	Company Secretary & Compliance Officer

By Invitation:

Mr. R.S. Agarwala	Representing the Statutory Auditors
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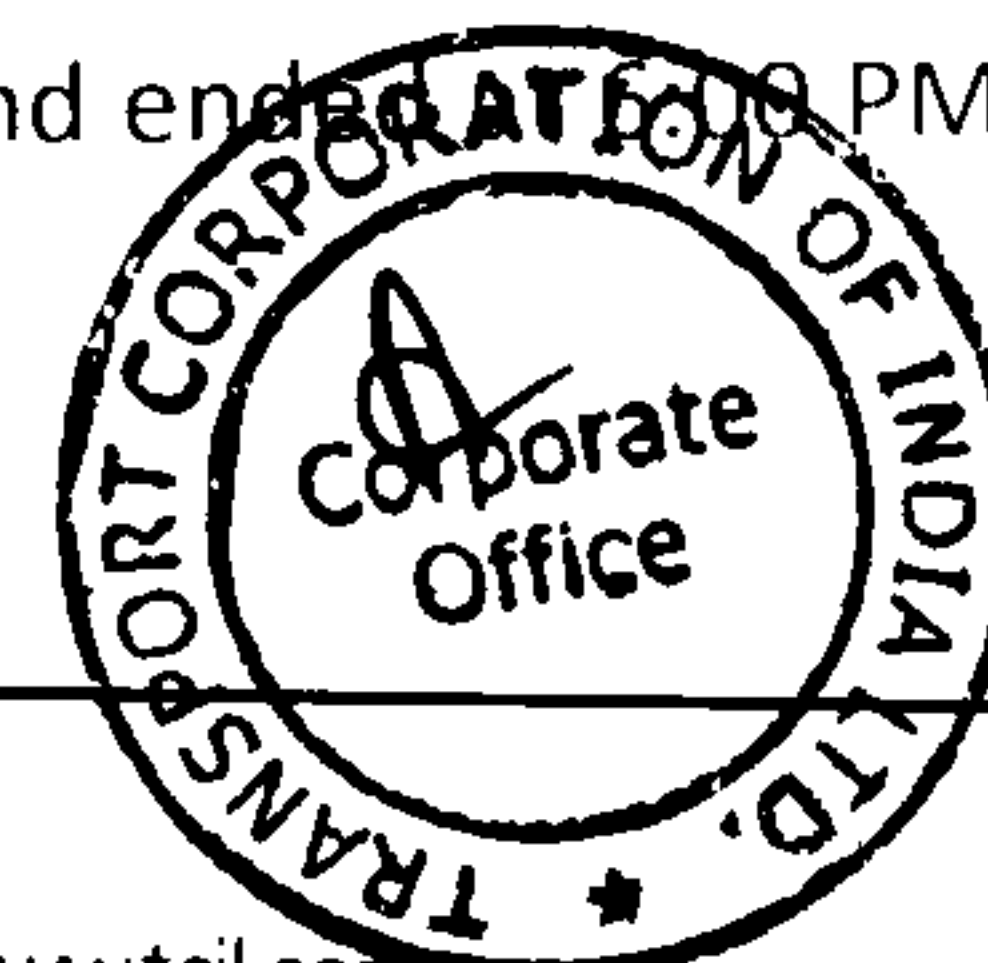
Members Attendance:

Total 41 members in person attended the meeting as per the attendance register kept at the venue of the EGM.

Sh. S M Datta, Chairman, chaired the proceedings of the meeting. The chairman welcomed the members to the meeting and introduced the dignitaries on the dais to the shareholders. The chairman briefed the members about special business item(s) proposed in the notice and after ascertaining the quorum, proceeded with the meeting.

The Chairman informed the members that the Notice of the EGM having been circulated in advance was treated as read with the consent of the members present.

The Chairman informed the shareholders that in terms of Clause 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended to the shareholders of the Company e-voting facility. The Company had appointed Karvy Computershare Pvt. Ltd as E-voting Agency and Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s Sanjeev Bhatia & Associates, Practicing Company Secretaries as Scrutinizer to oversee the E-voting Process. The cut-off date for the purpose was Wednesday, the 31st December 2014. The E-voting period commenced at 10:00 AM on Thursday, the 22nd January 2015 and ended at 5:00 PM on Saturday, 24th January 2015.



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Thereafter, the Chairman stated in order to provide an opportunity to those Members who did not cast their votes through e-voting, a poll is ordered in respect of item of business given in the Notice convening the Extraordinary General Meeting of the Company,

Mr. Sanjeev Bhatia, Practicing Company Secretary was appointed as Scrutinizer for this poll as well.

The chairman then requested the Company Secretary to brief the Members regarding the poll process and complete the formalities in this regard.

The Company Secretary briefed the members about the process of conducting poll informed that Members who have cast their votes through e-voting are not permitted to cast their votes on the poll and such votes shall not be counted for the purposes of poll.

The members placed the duly filled ballot paper in the ballot box in the presence of the Scrutinizer which was locked and sealed and taken over by him for further action at his end.

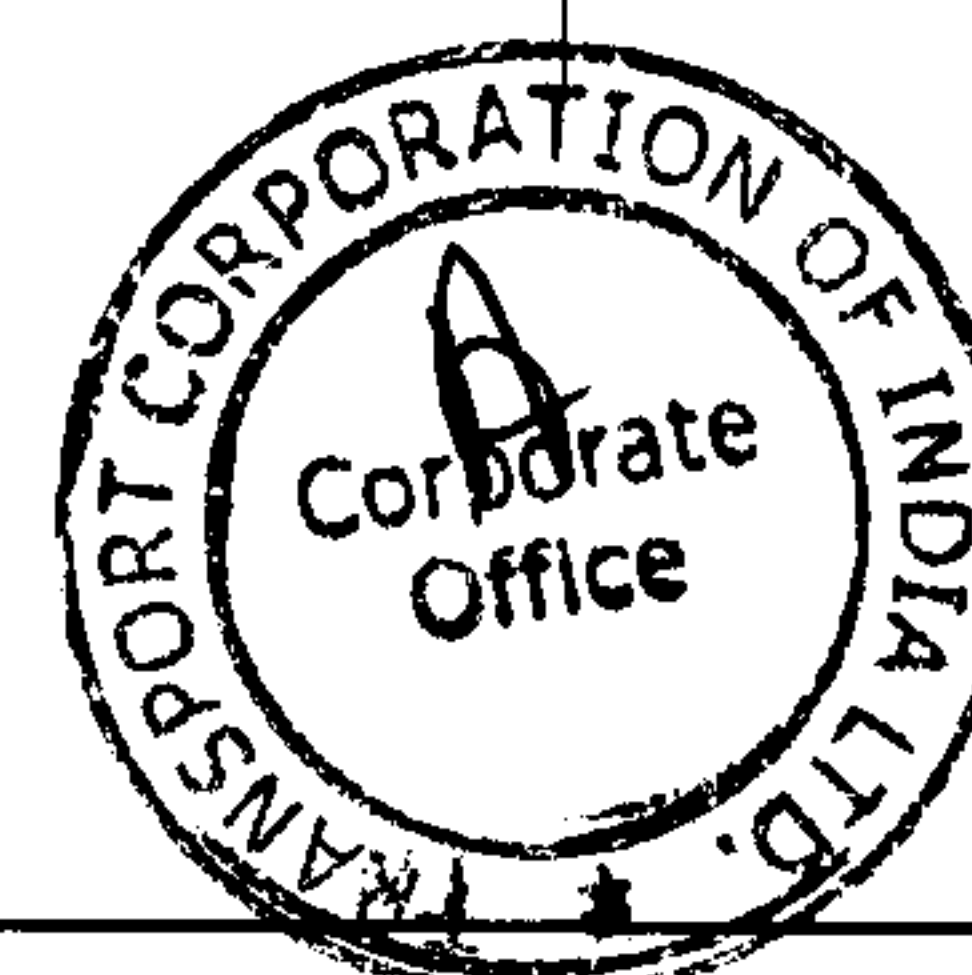
The Chairman informed the members that the combined results of e-voting and poll will be declared within two (2) days of passing of the resolutions and the same would be uploaded on the Company's website and will be communicated to the stock exchanges.

Afterwards the Company Secretary thanked all the shareholders for their participation in the meeting, and declared the extra ordinary general meeting closed.

Result of the Electronic Voting and Poll on the Special Business at the Extra Ordinary General Meeting held on Thursday, 29th January 2015.

On the basis of the Scrutinizers report for the Electronic Voting dated 26th January, 2015 and the Scrutinizers Report for the poll at the Extra Ordinary General Meeting dated 31st January, 2015 the Company Secretary announced the results of the voting on 31st January 2015, that Resolution for special business set out in the Notice of the EGM have been passed by the requisite majority. The Consolidated Results for E-voting and Poll are as under:

Particulars	Number of		Number of Votes		contained in	Percentage (%)
	Poll	E-Votes	Poll	E-Votes	Total	
Assent	37	33	231415	51688093	51919508	99.999
Dissent	0	1	0	750	750	0.001
Total	37	34	231415	51688843	51920258	100.000



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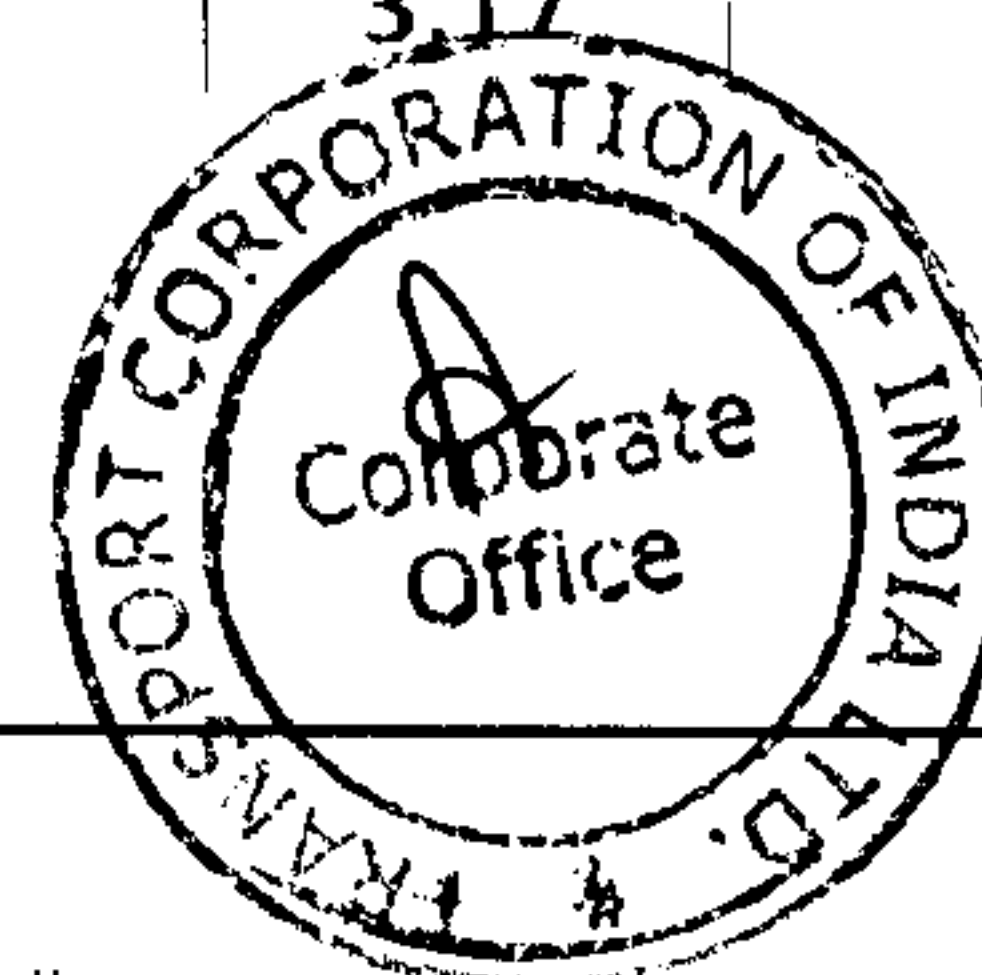
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ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

“RESOLVED THAT pursuant to Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company’s Equity Shares are listed (the **“Stock Exchanges”**), and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include the Securities Allotment Committee constituted by the Board) to exercise its powers including the powers conferred by this resolution, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot up to 24,00,000 (Twenty Four Lacs only) Equity Shares of face value of Rs. 2/- (two) each of the Company (the **“Equity Share”**) at a premium of Rs. 247/- (Two Hundred Forty Seven only) aggregating to Rs 59,76,00,000/- (Rupees Fifty Nine Crores and Seventy Six Lacs only), considering 30th December, 2014 as the Relevant Date, it being the date 30 days prior to the date of this Meeting as per provisions of Regulation 71 of Chapter VII of ICDR Regulations, on a preferential basis through private placement (the **“Preferential Issue”**) and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board to the following entity being an entity which is not a part of the promoter group (the **“Proposed Allottee”**) as detailed herein below:

Identity of the proposed Allottee	Category	Permanent Account No.	Present Holding of Equity Shares	Proposed Allotment of Equity Shares	Post Preferential holding of Equity Shares	% of Post Issued Capital
IDFC Premier Equity Fund	Mutual Fund	AAETS9556K	Nil	24,00,000	24,00,000	3.17
	TOTAL		Nil	24,00,000	24,00,000	3.17


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RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares is December 30, 2014, which is 30 days prior to the date of this Extraordinary General Meeting, i.e., January 29, 2015, and the floor price so calculated is Rs. 248.94 (Rupees Two Hundred and Forty Eight and Paise Ninety Four Only).

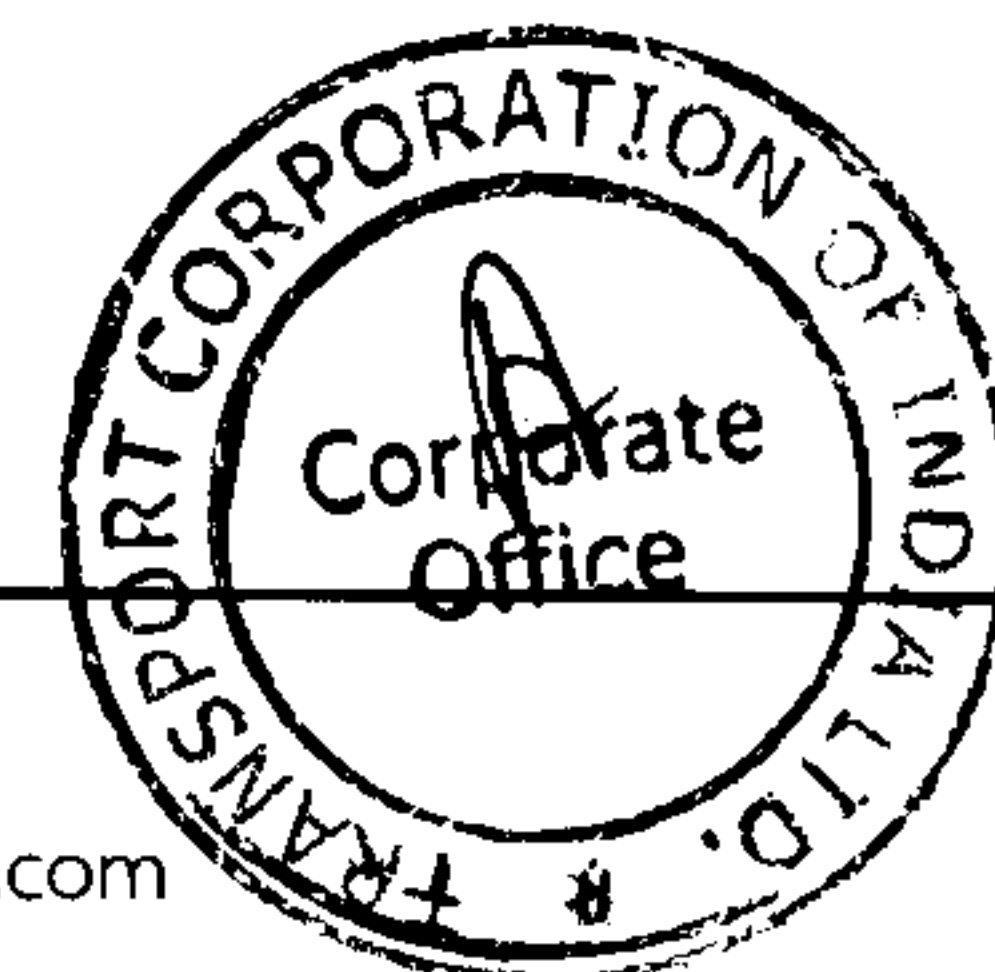
RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company in dematerialized form to the Proposed Allottee within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized 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 finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of Equity Shares, including for the post issue formalities, without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

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 the aforesaid resolutions including to execute any document on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisor/consultants/lawyers etc."



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The above results were announced by the Company Secretary on Saturday, 31st January 2015. The results of E-voting as well as ballot paper voting results were duly notified to the Stock Exchanges in the prescribed format and the details of the said results were also displayed on the website of the Company www.tcil.com

Place: Gurgaon
Date: 04/02/2015



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


Archana Pandey
Company Secretary & Compliance officer

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