

May 24, 2014

Listing Department,
The National Stock Exchange of India Ltd.,
"Exchange Plaza",
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051

Dear Sir/Madam,

Scrip Code: TCI
Sub: Outcome of Board Meeting

This is in continuation to our letter dated 22nd April, 2014 intimating you about convening of the next Board Meeting of the Company on Saturday, the 24th May, 2014.

We are now pleased to inform you that the Board of Directors has interalia approved/recommended the following matters in its meeting held on 24th May, 2014:

- (i) Audited Financial results for the 4th Quarter /FY ended 31st March, 2014 (Attached vide **Annexure 'A'**).
- (ii) Payment of Final Dividend @ 40% (Rupee 0.80 per share of face value of Rs.2/- each) in addition to the Interim Dividend of 25% (Rupee 0.50 per share) aggregating to 65% (Rupees 1.30 per share of face value of Rs.2/- each) to the Shareholders whose names appear on the Register of Members on the Record Date/Book Closure Date to be decided in consultation with the Stock Exchanges.
- (iii) Amendment in the Employee Stock Option Scheme-2006 so as to exclude Independent Directors from the list of eligible directors/employees.
- (iv) Formation of Corporate Responsibility Committee as required u/s 135 of the Companies Act, 2013.
- (v) Renaming of 'Compensation/Remuneration Committee' to 'Compensation/Nomination & Remuneration Committee'.
- (vi) Change in terms of reference of the Audit Committee to bring it in line with the amended Listing Agreement effective from 1st October, 2014 & Companies Act, 2013.
- (vii) Adoption of revised Whistle Blower Policy/ Vigil Mechanism in line with amended Listing Agreement effective from 1st October, 2014 & Companies Act, 2013.
- (viii) Approve Risk Management Policy of the Company.



Transport Corporation of India Ltd.

Corporate Office : TCI House, 69 Institutional Area, Sector 32, Gurgaon-122 207, Haryana, India www.tcil.com
Tel : +91-124-2381603 - 07 Fax : +91-124-2381611 E-mail : corporate@tcil.com

Regd. Office : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhooopal Chambers, S P Road, Secunderabad - 500 003

CIN No.: L70109API995PLC019116

- (ix) Grant of 5, 30,000 Options to the eligible employees at a price of Rs. 60/- (Rupees Sixty only) per Option under the "Employees Stock Option Scheme 2006 – Part VII as recommended by the Compensation/Nomination & Remuneration Committee.
- (x) Superannuation of Mr. A K Bansal, the existing Group CFO & Company Secretary of the Company w.e.f 31st May, 2014 & approving following appointments in his place:
- a) Mr. Ashish Tiwari, Group Head- A/c & Taxation as Chief Financial officer (CFO) of the Company w.e.f. 31st May, 2014; &
 - b) Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer as Company Secretary of the Company w.e.f. 31st May, 2014.

Please take a note of the above accordingly.

This is for your information, records and meeting the disclosure requirements as per Clause 16, 20, 41 & 49 of the Listing Agreement, and other applicable clauses, if any.

Thanking you,

Yours faithfully,

For **Transport Corporation of India Ltd.**



A.K. BANSAL
Group CFO & Co. Secretary
Encl: as above



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TRANSPORT CORPORATION OF INDIA LTD.

CIN : L70109AP1995PLC019116

Corporate Office : TCI House, 69 Institutional Area, Sector-32, Gurgaon-122 207 (Haryana)

Registered Office : Flat Nos. 306 & 307, 1-8-271 to 273

Ashoka Bhoopal Chambers, S. P. Road, Secunderabad-500003 (A.P.)

Email: secretarial@tcil.com, **Web :** www.tcil.com

LEADERS IN LOGISTICS

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE 4TH QUARTER/ YEAR ENDED MARCH 31, 2014

AUDITED SEGMENT-WISE FINANCIAL RESULTS FOR THE 4 TH QUARTER YEAR ENDED MARCH 31, 2014												
PARTICULARS			STANDALONE			CONSOLIDATED			CONSOLIDATED			
PART-I	Quarter Ended		Year Ended		Audited	Quarter Ended		Year Ended		Audited	Year Ended	
	31.03.2014	31.12.2013	31.03.2013	31.03.2014		31.03.2013	31.03.2014	31.03.2013	31.03.2014			
1	Net Sales / Income from Operations	53,538	51,488	53,166	202,727	195,123	222,650	212,907				
	Other Operating Income	82	10	46				302				
	Total Income from operations (Net)	53,620	51,498	53,212	202,829	195,196	222,846	213,209				
2	Expenses											
	Operating expenses	42,887	41,812	43,090	164,119	158,034	180,696	171,830				
	Employee benefits expense	2,692	2,858	2,568	11,255	10,683	11,719	11,208				
	Depreciation and amortisation expense	1,080	1,080	1,133	4,243	4,208	4,682	4,640				
	Other Expenses	3,410	3,067	3,547	12,420	11,871	13,427	12,695				
	Total Expenses	50,069	48,817	50,338	192,037	184,796	210,524	200,373				
3	Profit From Operations Before Other Income, Finance costs and Exceptional Items (1+2)	3,551	2,681	2,874	10,792	10,400	12,322	12,836				
4	Other Income	32	11	234	470	420	715	632				
5	Profit from ordinary activities Before Finance costs & Exceptional Items (3+4)	3,583	2,692	3,108	11,262	10,820	13,037	13,468				
6	Finance Costs	705	763	747	2,967	3,217	3,172	3,363				
7	Profit from ordinary activities After Finance costs but Before Exceptional Items (5-6)	2,878	1,929	2,361	8,295	7,603	9,925	10,105				
8	Exceptional Items	-	-	(70)	-	(37)	-	-				
9	Profit from ordinary Activities before tax (7+8)	2,878	1,929	2,291	8,295	7,566	9,925	10,105				
10	Tax Expense - Current & Deferred -For Earlier Years	736	490	822	2,004	2,289	2,660	3,069				
11	Net Profit from ordinary activities after tax (9-10)	2,053	1,439	1,387	6,202	5,195	7,176	6,953				
12	Share of profit/ (loss) of associates	-	-	-	-	-	(0.1)	-				
13	Minority Interest	-	-	-	-	-	14	2				
14	Net Profit/ (Loss) after taxes, minority interest and share profit/ loss of associates (11+12+13)	2,053	1,439	1,387	6,202	5,195	7,162	6,951				
15	Paid up Equity Share Capital (face value-Rs. 2/- each share)	1,459	1,459	1,457	1,459	1,457	1,459	1,457				
16	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	42,749	37,590	46,382	40,695				
17	Earning per share -EPS (not annualized)-In Rs.	2.82	1.97	1.90	8.51	7.13	9.82	9.55				
	Basic	2.79	1.96	1.90	8.46	7.11	9.77	9.51				
	Diluted											
PART-II												
A PARTICULARS OF SHAREHOLDING												
1	Public Shareholding	22,347,240	22,353,740	22,375,357	22,347,240	22,375,357	22,347,240	22,376,357				
	-Number of shares	30.63%	30.64%	30.72%	30.63%	30.72%	30.63%	30.72%				
2	Promoters & Promoter Group Shareholding											
	a. Pledged / Encumbered											
	b. Non-encumbered											
	-Number of Shares	50,600,940	50,594,440	50,450,643	50,600,940	50,450,643	50,600,940	50,450,643				
	-Percentage of Shares (as a % of total shareholding of promoter & promoter group)	100%	100%	100%	100%	100%	100%	100%				
	-Percentage of Shares (as a % of total share capital of the Company)	69.37%	69.36%	69.28%	69.37%	69.28%	69.37%	69.28%				
B	INVESTOR COMPLAINTS	Pending at the beginning of the quarter	Received during the quarter	Disposed off during the quarter	Remaining unresolved at the end of the quarter							
Quarter ended March 31, 2014												
Notes:												
1. The above results have been reviewed & recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 24th May, 2014.												
2. The figures for the previous year have been regrouped/ reclassified, wherever required.												
3. The Consolidated figures include financials of its subsidiaries and joint venture companies.												
4. The Board of Directors have recommended a Final Dividend @40% (Rs. 0.80 per share) in addition to Interim Dividend of 25% (Rs. 0.50 per share) already declared aggregating to total dividend of 65% (Previous Year - 50%)												
5. The Compensation/ Nomination & Remuneration Committee while approving the Employee Stock Option Scheme-2006 Part VII, granted 530,000 Options to the eligible employees.												
6. The Company has dosed TCI Global Netherlands B.V., one of its step down wholly owned subsidiary during the year and the subsidiary TCIExpress Pte. Ltd., Singapore, discontinued operations during the year and its name has since been struck off by the regulatory authority in Singapore.												
7. The figures for the quarter ended 31st March 2014 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures upto third quarter which was subjected to limited review by the auditor.												
Date : May 24, 2014												
Place : Gurgaon												
Vice Chairman & Managing Director												
D P Agarwal												
For & on behalf of the Board												
TOTAL ASSETS												
Sub-total current assets												
Total current assets												
Sub-total non-current assets												
Total non-current assets												
TOTAL EQUITY AND LIABILITIES												
Sub-total equity and liabilities												
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Certified True Copy
For Transport Corporation of India Ltd

(A. K. BANSAL)
Group CFO & Company Secretary