

July 30, 2014

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

Dear Sir/Madam,

Scrip Code: TCI

Sub: Proceedings of AGM held on 23rd July, 2014 at Hyderabad

This is in continuation to our Notice dated 28th June, 2014 forwarding you 6 (six) copies of Annual Report for the F.Y. 2013-14 incorporating Notice for convening next AGM of the Company on Wednesday, the 23rd July, 2014 at Hyderabad alongwith Directors'/ Statutory Auditors' Report, Report on Corporate Governance/MDA, Balance Sheet and P&L Accounts etc.

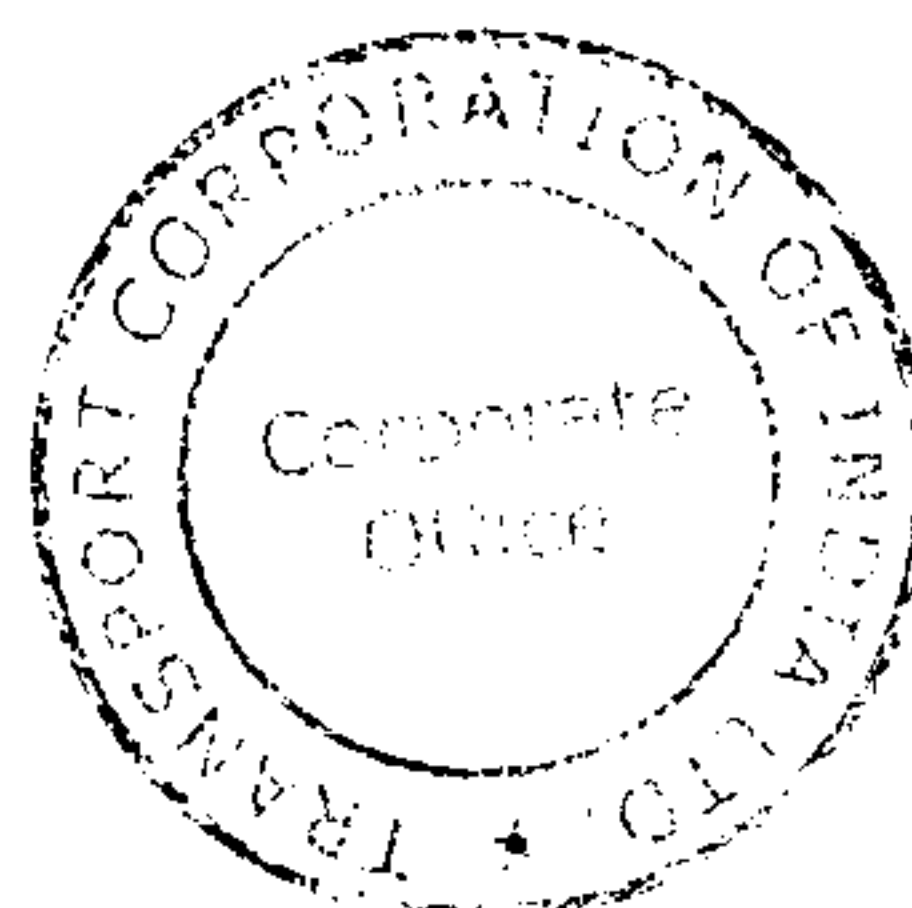
We are now forwarding herewith the certified copy of proceedings of the said AGM for your information, records and meeting the disclosure requirements as per the Listing Agreement.

Thanking you,

Yours faithfully,
For Transport Corporation of India Ltd.



Archana Pandey
Company Secretary & Compliance Officer
Encl: as above



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

CIN : L70109TG1995PLC019116

PROCEEDINGS OF THE 19TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TRANSPORT CORPORATION OF INDIA LIMITED HELD ON WEDNESDAY, THE 23RD JULY, 2014 AT 10:30 A.M. AT SURANA UDYOG HALL, THE FEDERATION OF ANDHRA PRADESH, CHAMBERS OF COMMERCE & INDUSTRY, 11-6-841, RED HILLS, HYDERABAD-500004

DIRECTORS PRESENT:

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

IN ATTENDANCE:

Mr. R S Agarwala	Representing the Statutory Auditors
Mr. Ashish Tiwari	Group CFO
Ms. Archana Pandey	Company Secretary & Compliance Officer

Members Attendance:

Total 56 members in person and 05 proxies attended the meeting as per the attendance register kept at the venue of the AGM.

Sh. S M Datta, Chairman, chaired the proceedings of the meeting. Sh. D P Agarwal, Vice Chairman & Managing Director chaired the proceedings in respect of Item No. 10 where Sh. S M Datta was deemed to be interested. After ascertaining the quorum, the meeting was called in order.

The Chairman gave a summary of the financial performance of the Company for the Financial Year ended 31st March, 2014 & the future outlook of the Company. Thereafter, he requested Ms. Archana Pandey, Company Secretary & Compliance Officer to read the Auditors' Report, which was accordingly read.

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. Vasant Bajaj, Practicing Company Secretaries as Scrutinizer to oversee the E-voting Process. The cut-off date for the purpose was Friday, the 20th June, 2014. The E-voting period commenced at 10.00 AM on Thursday, the 17th July, 2014 and ended at 5.00 PM on Saturday, the 19th July, 2014.

The Chairman further informed the shareholders that owing to the E-Voting rule, now voting by Show of Hands stand redundant & accordingly necessary arrangements have been made to conduct the poll at this meeting in respect of the items to be transacted at the AGM.

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Archana
(ARCHANA PANDEY)
Company Secretary & Compliance Officer

On being invited by the Chairman, the members gave their suggestions and raise queries on the Company's financials and businesses, which were duly replied by the Chairman.

Thereafter, the Chairman requested the shareholders, who had not opted for E-Voting to cast their votes against each agenda item mentioned in the Notice of AGM, in the ballot papers handed over to them at the time of marking attendance for the meeting. Mr. Vasant Bajaj, Practicing Company Secretary was appointed as Scrutinizer for ballot paper voting as well.

Ballot box used for the poll were locked and sealed under the supervision of Scrutinizer in the presence of the shareholders.

The Chairman announced that combined result of E-Voting and the ballot paper voting will be disseminated to the stock exchanges and will also be placed on the website of the Company within two days from the date of AGM.

The Chairman thanked all the shareholders for their presence & support and after the casting of the Votes and sealing of the Poll Boxes by the scrutinizer, the Chairman declared the 19th Annual General Meeting closed.

Result of the Electronic Voting and poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Wednesday, July 23, 2014

On the basis of the Scrutinizer's Report dated July 22, 2014 for the E- Voting and the Scrutinizers Report dated July 24, 2014 for the Poll at the Annual General Meeting held on Wednesday, 23rd July, 2014 at 10.30 A.M. at Surana Udyog Hall, The Federation of Andhra Pradesh, Chambers of Commerce and Industry, 11-6-841, Red Hills Hyderabad-500004, the summary of which is re-produced hereunder, the results of voting were announced on Friday, July 25, 2014 that all the resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 17 in the Notice of 19th Annual General Meeting of the Company have been duly passed by the requisite majority.

Disclosure of Voting Results of 19th Annual General Meeting								
Resolution Nos as given in the Notice of 19th Annual General Meeting	Particulars of Votes Cast							Result Declared
		Electronic Voting*		Poll		Voting Result		
		Nos.(A)	%	Nos.(B)	%	Nos.(B)	%	
Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014.	Votes cast in favour	54735124	99.9%	6941	30.6%	54742065	99.90	Approved by requisite majority
	Votes cast against	36280	0.1%	15756	69.4%	52036	0.10	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	

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Archana Pandey
(ARCHANA PANDHEY)
Company Secretary & Compliance Officer

Declaration of Final dividend.(If any)	Votes cast in favour	54771404	100.0%	133967	100.0%	54905371	100.00	Approved by requisite majority
	Votes cast against	0	0%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Re-appointment of Mr. S.N Agarwal as Director.	Votes cast in favour	54751712	99.96%	6941	100.0%	54758653	99.96%	Approved by requisite majority
	Votes cast against	19692	0%	0	0.0%	19692	0.04	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Re-appointment of Ms. Urmila Agarwal as Director.	Votes cast in favour	54751712	99.96%	6941	100.0%	54758653	99.96%	Approved by requisite majority
	Votes cast against	19692	0%	0	0.0%	19692	0.04	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Re-appointment of M/s R. S. Agrawala & Co., the Statutory Auditors of the Company.	Votes cast in favour	54607089	100%	6606	100.0%	54613695	99.74%	Approved by requisite majority
	Votes cast against	144623	0%	0	0.0%	144623	0.26	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Re-appointment of M/s. K. B. Chitracar & Co., Chartered Accountants, Kathmandu), as the Branch Auditors of the Company	Votes cast in favour	54771404	100%	6606	100.0%	54778010	100.00%	Approved by requisite majority
	Votes cast against	0	0%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Re-appointment of M/s R. S. Agrawala & Co., Chartered Accountants Bangalore, as the Branch Auditors of the Company	Votes cast in favour	54626781	100%	22362	100.0%	54649143	100.00%	Approved by requisite majority
	Votes cast against	0	0%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	

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Debar
Company Secretary & Company Engineer

To amend Employee Stock Option Scheme-2006.	Votes cast in favour	54754816	100%	6606	29.5%	54761422	99.94%	Approved by requisite majority
	Votes cast against	16588	0%	15756	70.5%	32344	0.06	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Authorization to keep Register of Member & other related documents at a place other than Registered office of the Company.	Votes cast in favour	54771404	100.00%	22362	100.0%	54793766	100.00%	Approved by requisite majority
	Votes cast against	0	0.00%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Appointment of Mr. S. M Datta as an Independent Director of the Company for a term of upto five years.	Votes cast in favour	54607089	99.70%	6607	100.0%	54613696	99.70%	Approved by requisite majority
	Votes cast against	164315	0.30%	0	0.0%	164315	0.30	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Appointment of Mr. O S Reddy as an Independent Director of the Company for a term of upto five years.	Votes cast in favour	54607089	100%	6607	100.0%	54613696	99.70%	Approved by requisite majority
	Votes cast against	164315	0%	0	0.0%	164315	0.30	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Appointment of Mr. K.S Mehta as an Independent Director of the Company for a term of upto five years.	Votes cast in favour	54607089	100%	6607	100.0%	54613696	99.70%	Approved by requisite majority
	Votes cast against	164315	0%	0	0.0%	164315	0.30	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Appointment of Mr. Ashish Bharat Ram as an Independent Director of the Company for a term of upto	Votes cast in favour	54771404	100%	6607	100.0%	54778011	100.00%	Approved by requisite majority
	Votes cast against	0	0%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	

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Adhikari

Company Secretary & General Manager

two years.								
Authorization to Board to create Charges/mortgages in favour of Financial Institutions, Banks etc.	Votes cast in favour	54771404	100%	5857	86.7%	54777261	100.00%	Approved by requisite majority
	Votes cast against	0	0%	750	11.4%	750	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Authorization to Board to borrow money upto Rs. 600 crores from Financial Institutions, Banks etc.	Votes cast in favour	54771404	100%	22363	100.0%	54793767	100.00%	Approved by requisite majority
	Votes cast against	0	0%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
Authorization to Board under section 181 of the Companies Act, 2013 up to an Amount of Rs.5 crores.	Votes cast in favour	54610193	100%	6607	29.5%	54616800	99.68%	Approved by requisite majority
	Votes cast against	161211	0%	15756	70.5%	176967	0.32	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	
To change terms of appointment of Mr. Chander Agarwal Jt. Managing Director.	Votes cast in favour	54771404	100%	133968	100.0%	54905372	100.00%	Approved by requisite majority
	Votes cast against	0	0%	0	0.0%	0	0.00	
	Invalid Votes	0	0%	1336	0.0%	1336	0.00	

ORDINARY BUSINESSES:

Item No.1- Ordinary Resolution for adoption of Financial Statements for the year ended March 31, 2014

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the statement of Profit & Loss for the financial year ended on that date along with the Reports of the Directors’ & Auditors’ thereon be and are hereby approved and adopted.”

Item No.2- Ordinary Resolution for Declaration of Dividend on Equity Shares

“RESOLVED THAT the Company do pay Final Dividend @ 40% (Re.0.80 per share of Rs.2/- each) besides Interim Dividend @ 25% (Re.0.50 per share of Rs.2/- each) already paid for the F.Y. 2013-14 to the

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Debas
Company Secretary & Compliance Officer

Shareholders whose names appear on the Register of Members at the close of working hours of the Company on 18th July 2014."

Item No.3- Ordinary Resolution for re-appointment of Mr. S.N. Agarwal as Director, who retires by rotation

"RESOLVED THAT Mr. S N Agarwal (DIN: 00111187) be and is hereby re-appointed as the Director of the Company, to be liable to retire by rotation."

Item No.4- Ordinary Resolution for re-appointment of Mrs. Urmila Agarwal (DIN:00818165), as Director, who retires by rotation

"RESOLVED THAT Mrs. Urmila Agarwal (DIN:00818165), be and is hereby re-appointed as the Director of the Company, to be liable to retire by rotation."

Item No.5-Ordinary Resolution for Appointment of Auditors' & fixation of their remuneration:

"RESOLVED THAT M/s R. S. Agarwala & Co., Chartered Accountants, Kolkata (Firm Registration No. 304045E), Kolkata be and are hereby appointed as Statutory Auditors of the Company for the year 2014-15 and to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting at a remuneration and reimbursement of expenses plus service tax to be agreed upon mutually between the Statutory Auditors and the Board of Directors of the Company."

SPECIAL BUSINESSES:

Item No.6-Ordinary Resolution to consider re-appointment of M/s K.B. Chitracar & Co., Chartered Accountants, Kathmandu as Branch Auditors for the year 2014-15:

"RESOLVED THAT M/s. K. B. Chitracar & Co., Chartered Accountants, Kathmandu, be and are hereby appointed as Branch Auditors for auditing the accounts of all the branches of the Company situated in Royal Kingdom of Nepal for the year 2014-15 and to hold office till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company."

Item No.7-Ordinary Resolution to consider re-appointment of M/s. R.S. Agarwala & Co., Chartered Accountants, Bangalore as Branch Auditors for TCI Seaways Division of the Company for the F.Y. 2014-15:

RESOLVED THAT M/s R. S. Agarwala & Co., Chartered Accountants, Bangalore, be and are hereby appointed as Branch Auditors for auditing the accounts of TCI Seaways Division of the Company for the year 2014-15 and to hold office till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company.

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Alkesh
Company Secretary & Compliance Officer

Item No.8-Special Resolution to consider & approve amendment in the Employee Stock Option Scheme-2006 (ESOS 2006)

"RESOLVED THAT pursuant to the provisions of section 62(1) (b) & Section 149(9) and all other applicable provisions, of the Companies Act, 2013, (the 'Act'), the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (the 'Guidelines') (including any amendment thereto or re-enactment thereof for the time being in force), Clause 49 (II)(C) of the Listing Agreement and the Articles of Association of the Company and subject to such approvals, permissions, sanctions and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee including Compensation/Nomination & Remuneration Committee of the Board) to modify the Employee Stock Option Scheme- 2006 (ESOS- 2006) for the limited purpose of removing Independent Directors from the category of eligible employees as defined under the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of the powers vested in it under this resolution to the Compensation/Nomination & Remuneration Committee or such Committee of the Board, as may be formed by the Board from time to time."

Item No.9-Special Resolution to consider & approve keeping of Register of Members together with Index of Members and copies of all returns prepared u/s 92 of the Companies Act, 2013 at the Corporate Office/premises of Registrar/Share Transfer Agent of the Company

"RESOLVED THAT pursuant to Section 94(1) and other applicable sections if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the Company be and is hereby given to the Board of Directors to keep the Register of Members/ debenture holders at the Corporate Office/at the premises of the M/s Bigshare Services Private Limited, Share Transfer Agent /Registrar of the Company to make it convenient for the members/ debenture holders to have easily access over it.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally/jointly authorized to notify the situation of Register of Member/debenture holders to the Registrar of Companies, Andhra Pradesh and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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Archana
Company Secretary & Compliance Officer

Item No.10- Special Resolution to consider & approve re-appointment of Mr. S M Datta, Non-Executive independent director (DIN:00032812), for a consecutive term of 05 years pursuant to Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 (II) (B) (5) of the Listing Agreement:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. S M Datta(DIN:00032812), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation(To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E)& Ms. Archana Pandey, Asst. Company Secretary& Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution."

Item No. 11-Special Resolution to consider & approve re-appointment of Mr. O Swaminatha Reddy, Non-Executive independent director (DIN:00006391), for a consecutive term of 05 years pursuant to Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 (II) (B) (5) of the Listing Agreement

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. O Swaminatha Reddy(DIN:00006391), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation(To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E)& Ms. Archana Pandey, Asst. Company Secretary Compliance Officer (Membership No: A23884)be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution."

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(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Item No. 12-Special Resolution to consider & approve re-appointment of Mr. K S Mehta, Non-Executive independent director (DIN:00128166), for a consecutive term of 05 years pursuant to Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 (II) (B) (5) of the Listing Agreement

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. K S Mehta(DIN:00128166), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution."

Item No. 13-Ordinary Resolution to consider & approve re-appointment of Mr. Ashish Bharat Ram, Non-Executive independent director for a consecutive term of 02 years pursuant to Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 (II) (B) (5) of the Listing Agreement

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. Ashish Bharat Ram (DIN:00671567), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 02 (two) consecutive years for a term up to the conclusion of the 21st Annual General Meeting of the Company in the calendar year 2016.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation(To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E)& Ms. Archana Pandey, Asst. Company Secretary& Compliance Officer (Membership No: A23884)be and

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(ARCHANA PANDEY)
Company Secretary & Compliance Officer

are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution."

Item No. 14-Special Resolution to consider & approve increase in the limit of borrowing pursuant to Section 180(1)(c) of the Companies Act, 2013

"RESOLVED THAT pursuant to Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013 & rules made thereunder including any modification or re-enactment thereof, if any, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company of such Mortgages, Charges and hypothecations in addition to the existing Mortgages, Charges and hypothecations created by the Company on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to takeover substantial assets of the Company in certain events in favor of the Banks , Financial Institutions, Trustees, other agencies to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and /or securities linked to equity shares and/or rupee or foreign currency , convertible bonds and/ or bonds with detachable share warrants, as permitted (hereinafter collectively referred to as Loans) and/or secured Loan(s) together with interest and all the monies payable by the Company in connection therewith.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby authorized , jointly and severally to finalize the documents for creating the aforesaid Mortgages & Charges and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Item No. 15-Special Resolution to consider & approve creation of mortgage/charges pursuant to Section 180(1)(a) of the Companies Act, 2013

"RESOLVED THAT pursuant to Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013 & Rules made thereunder (the Act) including any modification or re-enactment thereof, if any, consent be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of money on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary Loan obtained/to be obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, not set apart from any specific purpose provided however that the total monies so borrowed including the money already borrowed shall not exceed Rs. 600 crores (Rupees Six Hundred Crores) excluding interest at any time.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and

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Archana Pandey
ARCHANA PANDAY
Company Secretary & Compliance Officer

are hereby authorized , jointly and severally to do all such act, deeds and things as may be necessary to give effect to this resolution."

Item No. 16-Ordinary Resolution to consider & approve increase in limit of donations to charitable and other funds pursuant to Section 181 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of section 181 and other applicable provisions if any, of the Companies Act, 2013 & Rules made thereunder (the Act) including any modification or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, or benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business the Company or the welfare of its employee, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding to Rs. 5,00,00,000/- (Rupees Five Crore only) in any financial year, notwithstanding the fact that said amount may exceed 5% of the Company's average net profit during the 03 years immediately preceding the current financial year.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby authorised , jointly and severally to do all such act, deeds and things and to execute and sign all such documents and papers as may be necessary to give effect to this resolution."

Item No. 17-Ordinary Resolution to consider and approve Changes in terms of Appointment of Mr. Chander Agarwal, Jt. Managing Director

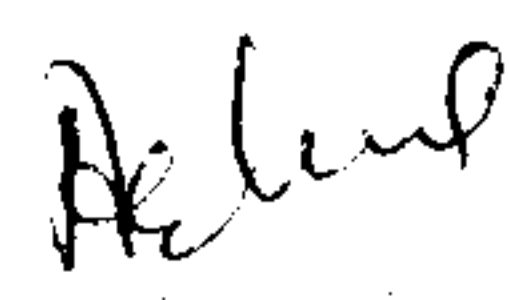
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 (the Act) & Rules made thereunder, Mr. Chander Agarwal be and is hereby made a rotational director and that he shall be liable to retire by rotation in terms of applicable provisions of the Act effective from 1st April, 2014.

RESOLVED FURTHER THAT the terms of appointment of Mr. Chander Agarwal, Jt. Managing Director as determined vide shareholders' resolution passed in the Annual General Meeting held on 28th July, 2011 be changed for the limited purpose of giving effect to para I of this resolution and that there will be no other change apart from the one mentioned herein.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal-Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1st June, 2014) (PAN: ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution."

All the resolutions, which were put to vote, were passed by requisite majority.

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For Transport Corporation of India Ltd

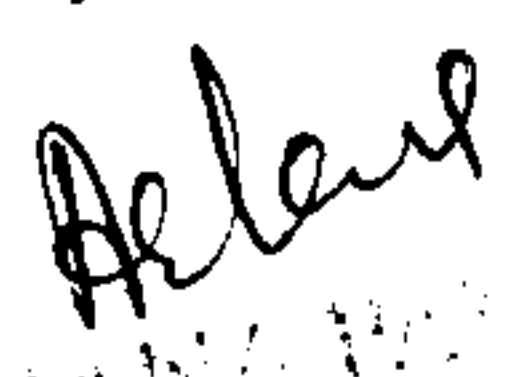

Company Secretary & Compliance Officer

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 .

Thanking you,

Yours faithfully,
For Transport Corporation of India Ltd.


Archana Pandey
Company Secretary & Compliance Officer

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer