

August 09, 2011

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

Dear Sir,

Scrip Code: TCI

Sub: Minutes of AGM held on 28th JULY 2011 at Hyderabad

This is in continuation to our Notice forwarding you 6 (six) copies of Annual Report for the F.Y. 2010-11 incorporating Notice for convening next AGM of the Company on Thursday, the 28th July, 2011 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 minutes 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.



A. K. Bansal
Group CFO & CO. Secretary
Encl: as above.



Transport Corporation of India Ltd.

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

MINUTES OF 16TH ANNUAL GENERAL MEETING HELD ON THURSDAY, THE 28TH JULY 2011 AT "SURANA UDYOG HALL", THE FEDERATION OF ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY, 11-6-841, RED HILLS, HYDERABAD – 500004 (A.P.).

DIRECTORS PRESENT:

Mr. S.M. Datta	:	Chairman
Mr. S.N. Agarwal	:	Director
Mr. O. Swaminatha Reddy	:	Director
Mr. R.V. Raghavan	:	Director
Mr. D P Agarwal	:	Vice Chairman & Managing Director
Mr. Vineet Agarwal	:	Executive Director
Mr. Chander Agarwal	:	Executive Director
Mr. M.P. Sarawagi	:	Director

Special Invitee:

Mr. R.S. Agarwala, representing the Statutory Auditors.

In Attendance:

Mr. A K Bansal, Group CFO & Company Co. Secretary

Mr. S.M. Datta took the Chair and after ascertaining that the quorum was present, declared the meeting open.

The Chairman informed that the Company has received 40 nos. valid proxies from shareholders holding 50,256,214 shares equivalent to 69.17 % of the paid up equity capital within the stipulated time.

68 Members were personally present and 40 Members were represented by proxy-holders.

The Chairman welcomed the Members to the 16th Annual General Meeting of the Company. With the permission of the members, the Chairman took the notice of the meeting already with them, as read.

Thereafter, the Chairman requested Mr. A. K. Bansal, Group CFO & Co. Secretary to read the Auditors' Report, which was accordingly read. The Chairman then delivered his statement and thereafter requested the Members to propose the resolutions, as per the notice.

ORDINARY BUSINESS :

- 1. Approval of Audited Profit & Loss Account for the financial year ended 31st March 2011, the Balance Sheet as at that date and the Reports of the Directors & Auditors thereon :**

Proposed by: Fateh Singh Poonia

Seconded by: Mr. Suresh Jain

"RESOLVED THAT the Audited Profit & Loss Account and the Balance Sheet together with the Reports of the Directors & Auditors thereon for the year ended March 31, 2011 be and are hereby approved and adopted."

The Chairman then invited questions from the members and duly replied the same. Thereafter, the resolution was put to vote on show of hands and was declared as carried unanimously.

- 2. Declaration of Dividend on Equity Shares :**

Proposed by: Mrs. Vimlabai Jain

Seconded by: Mr. Anand Kumar Singh

"RESOLVED THAT the Company do pay Final Dividend @ 25% (Re.0.50 per share of Rs.2/- each) besides Interim Dividend @ 20% (Re.0.40 per share of Rs.2/- each) already paid for the F.Y. 2010-11 to the Shareholders whose names appear on the Register of Members at the close of working hours of the Company on 22nd July 2011."

The Chairman then invited questions from the members, which were duly replied. The resolution was then put to vote on show of hands and was declared as carried unanimously.

- 3. Re-appointment of Mr. K.S. Mehta as Director:**

Proposed by: Mr. Ashok Ghosh

Seconded by: Mr. Bharat H. Shah

"RESOLVED THAT Mr. K S Mehta be and is hereby re-appointed as the Director of the Company, to be liable to retire by rotation."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

- 4. Re-appointment of Mr. O. Swaminatha Reddy as Director:**

Proposed by: Mrs. Jyoti Sarda

Seconded by: Mr. Fateh Singh Poonia

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(A. K. BANSAL)

Group CrO & Company Secretary

"RESOLVED THAT Mr. O Swaminatha Reddy be and is hereby re-appointed as the Director of the Company, to be liable to retire by rotation."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

5. Re-appointment of Mr. M.P. Sarawagi as Director:

Proposed by: Mr. Kamal Kishore Jhawar
Seconded by: Mr. Kishore Kumar Ramwani

"RESOLVED THAT Mr. M P Sarawagi be and is hereby re-appointed as the Director of the Company, to be liable to retire by rotation."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

6. Appointment of Auditors & fixation of their remuneration:

Proposed by: Md. Ghousuddin
Seconded by: Mr. Narendra Kumar Jain

"RESOLVED THAT M/s. R.S. Agarwala & Co., Chartered Accountants, Kolkata be and are hereby appointed as Auditors of the Company for the year 2011-12 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 Auditors and the Board of Directors of the Company."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

SPECIAL BUSINESS :

7. Appointment of Branch Auditors:

Proposed by: Mr. Om Prakash Sarda
Seconded by: Mr. Praful Chavda

"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 2011-12 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."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

8. Appointment of Branch Auditors for TCI Seaways Division of the Company:

Proposed by: Mr. Rajesh Chavda

Seconded by: Mr. Rajkumar Khandelwal

"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 2011-12 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."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

9. Re-appointment of Mr. Chander Agarwal as Executive Director and increase in his remuneration:

Proposed by: Mr. Ramesh Shanker Golla

Seconded by: Mrs. Renuka Agarwal

"RESOLVED THAT in accordance with the provisions of Section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Shareholders and Central Government, if required, Mr. Chander Agarwal be and is hereby re-appointed as Executive Director for a further term of five years effective from 21st September, 2011 on the terms as set out in the explanatory statement.

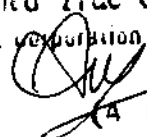
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be expedient to give effect to this resolution."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

10. Commission to Non-Executive Directors:

Proposed by: Mr. Sanjay Gadhalay

Seconded by: Mrs. Sajojin Devi Kanumilli

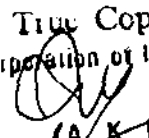
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(A. K. BANSAL)
Group Ltd & Company Secretary

"RESOLVED THAT pursuant to the provisions of Sections 198, 309(4), 310 and other applicable provisions, if any, of the Companies Act 1956, the non-executive directors of the Company be remunerated by way of commission, the aggregate amount whereof shall not exceed 0.50 per cent per annum of the net profit of the Company computed in the manner laid down in Section 349 & 350 of the Companies Act, 1956 for a period of five years commencing from financial year 2011-12.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be expedient to give effect to this resolution."

The Chairman then invited questions from the members. There being no questions, the resolution was put to vote on show of hands and was declared as carried unanimously.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

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

S M DATTA
(CHAIRMAN)