

August 01, 2012

**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 26th JULY 2012 at Hyderabad

This is in continuation to our Notice forwarding you 6 (six) copies of Annual Report for the F.Y. 2011-12 incorporating Notice for convening next AGM of the Company on Thursday, the 26th July, 2012 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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MINUTES OF 17TH ANNUAL GENERAL MEETING HELD ON THURSDAY, THE 26TH JULY 2012 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. O. Swaminatha Reddy	:	Director
Mr. D P Agarwal	:	Vice Chairman & Managing Director
Mr. Vineet Agarwal	:	Joint Managing Director
Mr. Chander Agarwal	:	Executive Director
Mr. M.P. Sarawagi	:	Director

SPECIAL INVITEE:

Mr. R. S. Agarwala	:	Representing the Statutory Auditors
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IN ATTENDANCE:

Mr. A K Bansal	:	Group CFO & Company Co. Secretary
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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 46 nos. valid proxies from shareholders holding 5,50,95,142 shares equivalent to 75.76 % of the paid up equity capital within the stipulated time.

43 Members were personally present and 46 Members were represented by proxy-holders.

The Chairman welcomed the Members to the 17th 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.

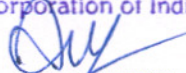
Thereafter, the Chairman requested Mr. A. K. Bansal, Group CFO & Co. Secretary to read the Auditors' Report, which was accordingly read. The Chairman then delivered his statement and thereafter requested the Members to propose the resolutions, as per the notice.

ORDINARY BUSINESS:

1. **Approval of Audited Profit & Loss Account for the financial year ended 31st March 2012, the Balance Sheet as at that date and the Reports of the Directors & Auditors thereon :**

Proposed by: Mr. M R Naveen
Seconded by: Mr. Suresh Jain

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

"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, 2012 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: Mr. Bharat H. Shah

Seconded by: Mr. P Subba Rao

"RESOLVED THAT the Company do pay Final Dividend @ 30% (Re.0.60 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. 2011-12 to the Shareholders whose names appear on the Register of Members at the close of working hours of the Company on 20th July 2012."

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. S M Datta as Director:

At this juncture, Mr. S M Datta being interested vacated the Chair and invited Mr. D. P. Agarwal to preside over the meeting.

Then, Mr. D. P. Agarwal took the chair and addressed members on this resolution relating to re-appointment of Mr. S M Datta.

The members then responded as follows:

Proposed by: Mr. Shantilal C Shah

Seconded by: Mr. Vali Ur Rahman Sufi Mohammad

"RESOLVED THAT Mr. S M Datta 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.

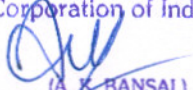
Afterwards, Mr. D P Agarwal requested Mr. S M Datta to resume his Chair till rest of the proceedings.

4. Re-appointment of Mr. S N Agarwal as Director:

Proposed by: Mr. Kamal Kishore Jhavar

Seconded by: Mr. Koti Veeraiah Vuddagiri

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

"RESOLVED THAT Mr. S N Agarwal 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. R V Raghavan as Director:

Proposed by: Mr. Praful Chavda

Seconded by: Ms. Marneni Jyothi

"RESOLVED THAT Mr. R V Raghavan, a Director liable to retire by rotation, who does not seek re-election, is not considered for re-appointment as a Director of the Company.

RESOLVED FURTHER THAT the vacancy so caused on the Board of Directors of the Company, be & is hereby not filled for the present."

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: Mr. Manoj Kumar Jain

Seconded by: Mr. M R Naveen

"RESOLVED THAT M/s. R.S. Agarwala & Co., Chartered Accountants, Kolkata bearing Firm Registration No: 304045E be and are hereby appointed as Auditors of the Company for the year 2012-13 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. Ramesh Shanker Golla

Seconded by: Mr. Susheel Barmecha

"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 2012-13 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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(A. K. BANSAL)
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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. Ramesh Shanker Golla

Seconded by: Mr. Shantilal C Shah

"RESOLVED THAT M/s. R. S. Agarwala & Co., Chartered Accountants, bearing Firm Registration No: 304045E Bangalore, be and are hereby appointed as Branch Auditors for auditing the accounts of TCI Seaways Division of the Company for the year 2012-13 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. Regularization of Mr. Ashish Bharat Ram, Director:

Proposed by: Mr. Ravi Kumar Guntupalli

Seconded by: Mr. P Subba Rao

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Ashish Bharat Ram, who was appointed as an Additional Director in the meeting of the Board of Directors held on 28th July, 2011 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr. Vineet Agarwal, Jt. Managing Director, Mr. Chander Agarwal, Executive Director and Mr. A.K. Bansal, Group CFO & Company Secretary be and are hereby severally authorized to do all such act, deeds and things as may be necessary 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. To authorize the board to make donations as per Section 293(1) (e) of the Companies Act, 1956

Proposed by: Mr. Bharat H. Shah

Seconded by: Mr. Kamal Kishore Jhawar

"RESOLVED THAT pursuant to the provisions of section 293 (1) (e) of the Companies Act, 1956, and other provisions, if any of the Companies Act, 1956 or rules made there under

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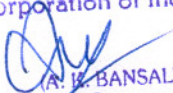

(A. K. BANSAL)
Group CFO & Company Secretary

(including any modification or re-enactment thereof), if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, consent of Board of Directors of the Company be and is hereby accorded to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business of 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 Rs. 50,000 or 5% of the Company's average net profit as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three years immediately preceding the current Financial Year, whichever is greater.

RESOLVED FURTHER THAT Mr. D P Agarwal, Vice Chairman & Managing Director, Mr. Vineet Agarwal, Joint Managing Director, Mr. Chander Agarwal, Executive Director & Mr. A K Bansal, Group CFO & Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary in the regard and to execute and sign all such documents and papers as may be necessary 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 CFO & Company Secretary

S M DATTA
(CHAIRMAN)