

December 24, 2014

Listing Department,
The National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051



Scrip Code: TCI
Sub.: Notice of Postal Ballot & E-Voting

Dear Sir/Madam,

This is in continuation to our letter dated 19th December, 2014 intimating you about the outcome of the Board Meeting interalia approving notice of postal ballot alongwith the calendar of events for getting approval of the shareholders for amendment in the Memorandum of Association of the Company.

We are pleased to enclose herewith the said postal ballot notice for your kind reference & records. The notice alongwith postal ballot form has duly been dispatched to the shareholders on 23rd December, 2014.

Also given hereunder is the calendar of events for your kind reference:

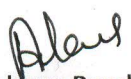
Sl. No.	Particulars	Day, Date & time
1	The date for reckoning Voting rights of the Members i.e. Cut-off date	Friday, 12 th December 2014
2	Date of Completion of dispatch of Notice	Tuesday, 23 rd December 2014
3	Date of Commencement of physical postal ballot and e-voting	Tuesday, 23 rd December 2014
4	Date and time of end of physical postal ballot and e-voting	Up to 6:00 pm, Wednesday, 21 st January 2015
5	Last date for receipt of Postal Ballot forms	Up to 6:00 pm, Wednesday, 21 st January 2015
6	Date of declaration of voting results	4:00 pm, Saturday, 24 th January 2015

Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s Sanjeev Bhatia & Associates, Company Secretary, Gurgaon as the Scrutinizer for conducting the Postal Ballot Process in a fair & transparent manner.

Hope you shall find the above in order & request you to take the same on your records.

Thanking you,

Yours faithfully,
For **Transport Corporation of India Limited**


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



LEADERS IN LOGISTICS

Transport Corporation of India Limited

CIN: L70109TG1995PLC019116

Regd. Off. : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad -- 500003

Corp. Off. : TCI House, 69 Institutional Area, Sector-32, Gurgaon-122 001

Web: www.tcil.com, E-mail : secretarial@tcil.com, Tel: +91-124-2381603-07

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 & rules made thereunder (including any statutory modification or re enactment thereof for the time being in force), and such other rules and regulations as may be applicable, that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/e-Voting.

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Board of Directors of the Company has appointed Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s Sanjeev Bhatia & Associates, Practicing Company Secretaries, Gurgaon as a Scrutinizer to scrutinize the Ballot papers received from the Members and for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner.

You are requested to carefully read the instructions attached herewith, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self addressed, postage pre-paid inland letter (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on 21st January, 2015.

In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013 & rules made thereunder and Clause 35B of Listing Agreement, the Company is also offering e-Voting facility as an alternate mode of voting, to its Member who can cast their vote electronically instead of physical submission of the Postal Ballot forms. For this purpose, the Company has signed an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-Voting platform. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be announced by the Company Secretary on 24th January, 2015 at 4:00 pm at the Corporate Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with requisite particulars on the Company's website viz. www.tcil.com.

The Members are requested to consider and, if thought fit, to pass the following resolutions. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results of Postal Ballot.

SPECIAL BUSINESS:

I. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder (including any amendment thereto or re enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause II of the Memorandum of Association, be and is hereby amended and shall read as under:

Clause II: The Registered Office of the Company shall be situated in the state of Telangana (Formerly known as Andhra Pradesh).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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: ADHPT41721) & 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 this resolution."

II. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder (including any amendment thereto or re enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and shall read as under as stated at the relevant places below or by insertion of new clauses as specified hereinafter and / or including deletion of some clauses as stated hereinafter :

1. By deleting the heading of Clause III A, "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:" and replacing it with the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"
2. By deleting the heading of Clause III B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" and replacing it with the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE :"
3. By inserting new Clause III A (1) to read as under:
"To carry on the business of operating ships or any part of the Ship whether owned or chartered or hired; and to carry on independently or otherwise any of trades and business of shippers, ship owners, ship brokers, ship managers, tug owners, shipping agents, lading brokers, freight contractors, barge owners, lighter man, clearing and forwarding agents, carriers by water transport, haulage and general contractors, dock owners, engineers, ice merchants, refrigerated store keepers, ships store merchants, chandlers, ship husbands, stevedores, warehousemen, wharfingers, salvagers, ship repairers, ship breakers, nautical instruments and ship rigging, gear fitting and equipment of every description in India or in any part of the world whether independently or as part of shipping business."
4. By amending existing Clause 12 so as to read as under and renumbering the same as new Clause III A (2) :
"To undertake and carry on the business of logistics solution provider in any or all of its aspects i.e. multimodal transportation, warehousing, distribution, providing MIS and related documentation, to act as Power of Attorney holders for the customers, to collect the sale proceeds on behalf of the customers and any other services related with the logistics/transport."

**Certified True Copy
For Transport Corporation of India Ltd.**


(ARCHANA PANDEY)
Company Secretary & Compliance Officer

5. By amending existing Clause 6 so as to read as under and renumbering the same as new Clause III A (3) :
"To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, services of pickup and delivery of documents, parcels, door to door/desk service of small, medium, bulk; odd or any size or type of consignments of all types of goods and merchandise including parcels, documents, refrigerated and frozen goods, public printed materials and household articles by company owned aircrafts, and/ or by leased or hired aircrafts and acquire permits for operating company owned or leased or hired aircrafts or any other airborne vehicle on any route in India or in any part of the world or in space."
6. By amending existing Clause 10 so as to read as under and renumbering the same as new Clause III A (4) :
"To establish in India or in any part of the world, National and International courier business and to hold and deliver or arrange to deliver either on own arrangement or through representatives or the agents, customers' parcels articles, other consignments and negotiable instruments from one place to another in India or in any part of the world, and/or to undertake and carry out the work of loading, unloading, handling forwarding and clearing agents for and on behalf of the owners of goods, luggage, parcels, articles, commodities, merchandise, livestock and other movables of every description and nature whatsoever in India or in any part of the world."
7. By amending existing Clause 13 so as to read as under and renumbering the same as new Clause III A (5) :
"To carry on the business of and acquire permit for public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, Express Cargo Services of pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd or any size or type of consignments including refrigerated and frozen goods, public issue materials and household articles on land, water or air by any conveyance whatsoever and to acquire permits for plying lorries, buses, cars, rails own aircrafts, and/or hired aircrafts, ships, vessels etc. on any route in India or in any part of the world."
8. By amending existing Clause 7 so as to read as under and renumbering the same as new Clause III A (6) :
"To acquire permits for plying ship, ferries, rails, lorries/trucks, buses, cars, boats and steamers and other services and to operate ships, rails, buses, lorries/trucks or other vehicles including underwater and space vehicles as the case may be on any routes in India and/or outside India."
9. By amending existing Clause 2 by adding the words 'including factoring, arrangement of finance/loan both short term and long term & renumbering the same as new Clause III A (6).
10. By amending existing Clause 13 so as to read as under and renumbering the same as new Clause III A (12) :
"To provide service of collection of cash, cheques, demand drafts or every acceptable payment instruments from the consignees on behalf of the consignors or otherwise, payment instrument may be in favor of the company or the consignor or third party and to collect cheques and any other monetary or payment instrument from the bankers and their presentations to the correspondent banks or any other type of financial institution."
11. By deleting existing Clauses III A (10);
12. By deleting the heading of Clause III C, "C. OTHER OBJECTS";
13. By deleting existing Clauses III C (1), (2), (3);

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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 this resolution."

III. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause IV of the Memorandum of Association, be and is hereby amended and shall read as under:

Clause IV: The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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 this resolution."

BY Order of the Board
For Transport Corporation of India Ltd

Archana Pandey
Company Secretary & Compliance Officer
Membership No. : A23884

Place : Gurgaon

Date : 19th December, 2014

NOTES:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. The Company has appointed Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s Sanjeev Bhatia & Associates, Practicing Company Secretaries, Gurgaon, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 12th December, 2014.
4. As per section 110 of the Act and rules made thereunder and Clause 35B of the Listing Agreement, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by post.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply inland letter are attached to this Notice. The self-addressed letters bears the address to which duly completed Postal Ballot Form is to be sent.
6. In compliance with the provisions of Section 108 & 110 of the Act and rules made thereunder, and Clause 35B of the Listing Agreement with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot

Certified True Copy
For Transport Corporation of India Ltd.

Archana Pandey
(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.

7. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
8. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed inland letter. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of 21st January, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form/s will be rejected. The e-voting module shall also be disabled by Karvy for voting thereafter.
9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for postal ballot forms but not later than the close of working hours of 21st January, 2015.
10. The results of the voting by Postal Ballot will be declared at the Corporate Office of the Company at TCI House, 69, Institutional Area, Sector 32, Gurgaon- 122001 on 24th January, 2015 at 4.00 p.m. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.tcil.com, published in the newspaper and shall also be intimated to the Stock Exchanges on which the Company is listed. The date of declaration of postal ballot results will be taken as the date of passing the resolutions.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.tcil.com and of Karvy viz., <https://evoting.karvy.com>.
12. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts & draft MOA is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12 noon on all working days except Saturdays, Sundays and national holidays.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. I

The Govt. of India, vide its notification in the official gazette dated 1st March, 2014 has reorganized the state of Andhra Pradesh & accordingly split it in two parts i.e. Andhra Pradesh & Telangana. Owing to this, the state of the Registered Office of the Company stands altered from Andhra Pradesh to Telangana w.e.f. 2nd June, 2014, the appointed date fixed in this regard.

In view of the above, existing Clause II of the Memorandum of Association ("MOA") of the Company is being amended by replacing the words 'Andhra Pradesh' to 'Telangana (Formerly known as Andhra Pradesh)'.

The Board of Directors at its meeting held on 19th December, 2014 decided to alter the Memorandum of Association as stated above to comply with the requirements under the Companies Act, 2013.

The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders & shall also be available at the Registered Office of the Company for inspection by members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No. II

The existing Memorandum of Association ("MOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956.

The provisions of the Companies Act, 2013 which have come into force with effect from 1st April, 2014 require for stating of the Objects Clause of MOA in a different manner.

Further, the existing clauses MOA have been re-arranged and some clauses have been consolidated/ expanded in meaning to make them more coherent.

In view of the aforesaid requirements, the Objects Clause is being amended as under:

- I. The Objects Clause will now have 2 parts viz.
 - a. Part A - 'The Objects to be pursued by the Company on its incorporation'; and
 - b. Part B - 'Matters which are necessary for furtherance of the Objects specified in Part A'.
- II. The changes to the existing Main Objects Clause are proposed as under:
 - a. Specific clauses dealing with transportation through sea and air introduced.
 - b. Clause 2, 6, 7, 10, 12 & 13 of the existing MOA have been explained in more details to give clarity on the objects stated in this clause which are in line with the current business operations of the Company carried out in accordance with the existing MOA.
 - c. The existing clauses have also been re-arranged in order to bring more clarity in the objects.
 - d. The existing Part C viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013.

The Board of Directors at its meeting held on 19th December, 2014 decided to alter the MOA as stated above to comply with the requirements under the Companies Act, 2013.

The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders & shall also be available at the Registered Office of the Company for inspection by members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No. III

In terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association ("MOA") of a company is to state, in the case of a company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them.

Accordingly, Clause IV of the MOA is being amended so as to comply with the provisions of Section 4 and 13 and other applicable provisions, of the Companies Act, 2013 including Table A.

The Board of Directors at its meeting held on 19th December, 2014 decided to alter the MOA as stated above to comply with the requirements under the Companies Act, 2013.

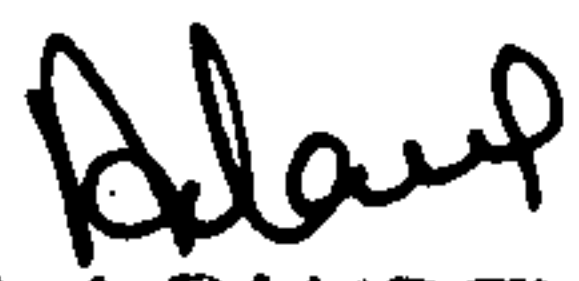
The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders & shall also be available at the Registered Office of the Company for inspection by members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Certified True Copy
For Transport Corporation of India Ltd.

Place : Gurgaon
Date : 19th December, 2014


(ARCHANA PANDEY)
Company Secretary & Compliance Officer

BY Order of the Board
For Transport Corporation of India Ltd
Archana Pandey
Company Secretary & Compliance Officer
Membership No. : A23884

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid inland letter which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed letters bears the address to which duly completed Postal Ballot Form is to be sent.
- III. The Postal Ballot Form should be signed by the Shareholder as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the Shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- IV. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- V. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of 21 January, 2015. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- VI. Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
- VII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- VIII. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an e-mail to secretarial@tcil.com.
- IX. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
- X. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR E-VOTING

The instructions and process for e-voting are as under:

A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e. User ID and password as provided in a separate e-voting communication being sent along with the Postal Ballot Notice & Form. Your Folio No./ DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) i.e. Transport Corporation of India Limited.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut of date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID scrutinizer.tci@gmail.com with a copy marked to evoting@karvy.com and secretarial@tcil.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO"

B) In case a Member receives physical copy of the Postal Ballot Notice [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- i. User ID and initial password as provided in the communication forming part of this notice: Even (E-voting Number), User ID and Password.
- ii. Please follow all steps from Sr.No.i) to xii) as mentioned in (A) above, to cast your vote.

C) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

D) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy at Tel No. 04044655000 or Tel. No. at 1800 345 4001 (toll free).

**Certified True Copy
For Transport Corporation of India Ltd.**


(ARCHANA PANDEY)
Company Secretary & Compliance Officer