

10th August, 2015

**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 1st August, 2015 at Hyderabad

This is in continuation to our Notice dated 7th July, 2015 forwarding you 6 (six) copies of Annual Report for the F.Y. 2014-15 incorporating Notice for convening next AGM of the Company on Saturday, the 1st August, 2015 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, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003

CIN : L70109TG1995PLC019116

Proceedings of the 20th Annual General Meeting of the shareholders of Transport Corporation Of India Limited held on Saturday, the 1st August, 2015 at 12:00 Noon At KLN Prasad Auditorium, The Federation Of Telangana And Andhra Pradesh Chambers Of Commerce And Industry, 3rd Floor, Federation House, 11-6-841, FAPCCI Marg, Hyderabad- 500 004

Directors Present

Mr. S. M. Datta	Chairman
Mr. O. Swaminatha Reddy	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

Chairman

Mr. S M Datta, Chairman of the Board, presided over the meeting.

Quorum

The Chairman informed that the members present at the meeting were in adequate number to form quorum for transacting the business of the meeting as stated in the notice dated 25th May, 2015.

70 members holding a total of 32,567 Equity Shares were present at the meeting.

No proxies were received from any of the members.

The Register of members, Register of Directors' Shareholding, original Minutes of the General Meetings and other Statutory Registers were placed before the meeting and kept open for inspection by the members during the meeting.

Notice of the Meeting

With the consent of the Company's members present, the notice dated 25th May, 2015 convening the 20th Annual General Meeting was taken as 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 remote 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 Saturday, the 25th July, 2015. The E-voting period had commenced at 09.00 AM on Wednesday, the 29th July, 2015 and ended at 5.00 PM on Friday, the 31st July, 2015.

The Chairman further informed that necessary arrangements have been made to provide facility of voting by ballot paper at this meeting to those who could not cast their vote by remote E-Voting.

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, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003

CIN : L70109TG1995PLC019116



The Chairman then gave a summary of the financial performance of the Company for the Financial Year ended 31st March, 2015 & 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.

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 Remote 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 20th Annual General Meeting closed at 12:30 p.m.

Result of the Remote E-Voting and by ballot papers on the Ordinary and Special Businesses at the 20th Annual General Meeting of the Company held on Saturday, the 1st August, 2015

On the basis of the Scrutinizer's combined Report for the Remote E- Voting which ended on 31st July, 2015 (05:00 p.m.) & ballot paper voting at the Annual General Meeting held on Saturday, 1st August, 2015, the summary of which is re-produced hereunder, the results of voting were announced on Monday, 3rd August, 2015 that all the resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 08 in the Notice of 20th Annual General Meeting of the Company have been duly passed by the requisite majority.

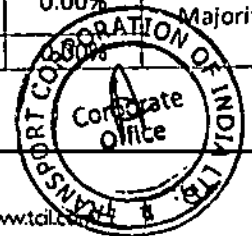
Resolution As given in the Notice of 20 th Annual General meeting		Remote E-Voting	%	Poll	%	Voting Result	%	Result Declared
Ordinary Resolution for Adoption of Balance Sheet and Profit & Loss Account and the Report of the Directors' & Auditors' for the year ended 31 st March, 2015	Votes cast in Favour	55919157	99.995%	2935	0.005%	55922092	100.00%	Approved by Requisite Majority
	Votes cast in Against	0	0.000%	0	0.000%	0	0.00%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	
Ordinary Resolution for Declaration of Final Dividend on Equity Shares, if any	Votes cast in Favour	58702282	99.995%	2935	0.005%	58705217	100.00%	Approved by Requisite Majority
	Votes cast in Against	0	0.000%	0	0.000%	0	0.00%	
	Invalid	20	0.000%	0	0.000%	0	0.00%	

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



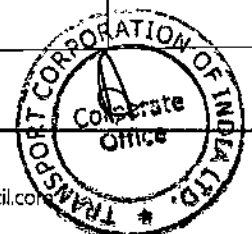
	Votes							
Ordinary Resolution for Re-appointment of Mr. M P Sarawagi (DIN: 00401784), Director of the Company who retires by rotation:	Votes cast in Favour	58002292	98.803%	2935	0.005%	58005227	98.80%	Approved by Requisite Majority
	Votes cast in Against	699990	1.192%	0	0.000%	699990	1.19%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	
Ordinary Resolution for Re-appointment of Mr. Chander Agarwal (DIN: 00818139), Director of the Company who retires by rotation:	Votes cast in Favour	58702282	99.995%	2935	0.005%	58705217	100.00%	Approved by Requisite Majority
	Votes cast in Against	0	0.000%	0	0.000%	0	0.00%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	
Ordinary Resolution for Re-appointment M/s. R S Agarwala & Co., Chartered Accountants, Kolkata as Statutory Auditors of the Company and to fix their remuneration:	Votes cast in Favour	55732492	95.239%	2935	0.005%	55735427	95.24%	Approved by Requisite Majority
	Votes cast in Against	2783125	4.756%	0	0.000%	2783125	4.76%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	
Ordinary Resolution for Appointment of M/s. K B Chitracar & Co., Chartered Accountants, Kathmandu, as Branch Auditors of all Branches of the Company situated in Federal Democratic Republic of Nepal and to fix their remuneration:	Votes cast in Favour	58702282	99.995%	2935	0.005%	58705217	100.00%	Approved by Requisite Majority
	Votes cast in Against	0	0.000%	0	0.000%	0	0.00%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	
Ordinary Resolution for appointment of M/s. R S Agarwala & Co., Chartered Accountants, Bangalore, as Branch Auditors of TCI Seaways Division of the Company and to fix their remuneration:	Votes cast in Favour	55732492	95.239%	2935	0.005%	55735427	95.24%	Approved by Requisite Majority
	Votes cast in Against	2783125	4.756%	0	0.000%	2783125	4.76%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	
Special Resolution under Section 94(1) of the Companies Act, 2013 for authorizing Board of Directors, to keep the Register of Members at the Corporate Office/at the Premises of Share	Votes cast in Favour	58702282	99.995%	2935	0.005%	58705217	100.00%	Approved by Requisite Majority
	Votes cast in Against	0	0.000%	0	0.000%	0	0.00%	
	Invalid Votes	20	0.000%	0	0.000%	0	0.00%	

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, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003

CIN : L70109TG1995PLC019116



Transfer Agent/Registrar of the Company:								
--	--	--	--	--	--	--	--	--

ORDINARY BUSINESSES:

Item No.1- Ordinary Resolution for adoption of Financial Statements for the year ended March 31, 2015

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 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 @ 45% (Re.0.90 per share of Rs.2/- each) besides Interim Dividend @ 30% (Re.0.60 per share of Rs.2/- each) already paid for the F.Y. 2014-15 to the Shareholders whose names appear on the Register of Members at the close of working hours of the Company on 24th July, 2015."

Item No.3- Ordinary Resolution for re-appointment of Mr. M.P. Sarawagi as Director, who retires by rotation

"RESOLVED THAT Mr. M P Sarawagi (DIN: 00401784) 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 Mr. Chander Agarwal (DIN: 00818139), as Director, who retires by rotation

"RESOLVED THAT Mr. Chander Agarwal (DIN: 00818139), 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 2015-16 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 2015-16:

"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

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



Nepal for the year 2015-16 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. 2015-16:

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 2015-16 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.8-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 Share Transfer Agent /Registrar of the Company to make it convenient for the members/ debenture holders to have easily access over it.

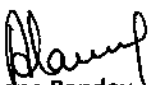
RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group CFO (PAN: ADHPT4172E) & Ms. Archana Pandey, Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally/jointly 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."

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

The results of Remote 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



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