TCI
LEADERS IN LOGISTICS

April 18, 2016

The National Stock Exchange of India Ltd.
The Listing Department,
"Exchange Plaza",
bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
Scrip Symbol: TCI

BSE Ltd.
The Department of Corporate Services,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532349

Dear Sir/Madam,

Ref: Outcome of Court Convened Meeting of Equity Shareholders dated 19th March 2016.
Sub: Certified Tue Copy of the Minutes of Court Convened Meeting of Equity Shareholders of the Company

In continuation of our outcome of Court Convened Meeting of Equity Shareholders dated 19th March 2016, Please find enclosed the certified true Copy of the Minutes of the Court Convened Meeting of Equity Shareholders.

This is for your information, records and meeting the disclosure requirements under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

TRANSPORT CORPORATION OF INDIA LTD. Corporate Office

Archana Pandey
Company Secretary & Compliance Officer
Encl: a/a

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CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING OF THE SHAREHOLDERS OF TRANSPORT CORPORATION OF INDIA LIMITED HELD ON SATURDAY THE 19TH MARCH, 2016 AT 11.00 A.M. AT FTAPCCCI AUDITORIUM, GROUND FLOOR, THE FEDERATION OF TELANGANA & ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY FEDERATION HOUSE, FAPCCI MARG, RED HILLS, HYDERABAD – 500 004

Present:

Mr. B Yadaiah	Chairman of the meeting appointed by the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana & for the state of Andhra Pradesh

Directors Present:

Mr. O. Swaminatha Reddy	Director -Transport Corporation of India Ltd.
Mr. Chander Agarwal	Jt. Managing Director- Transport Corporation of India Ltd.

In Attendance:

Mr. Ashish Tiwari	Group CFO- Transport Corporation of India Ltd.
Ms. Archana Pandey	Company Secretary & Compliance Officer- Transport Corporation of India Ltd.

Apart from the above, 33 equity shareholders valued at Rs.42,12,642/- personally holding 21,06,321 equity shares of Rs. 2/- each and 70 equity shareholders by proxy valued at Rs. 10,98,99,414/- divided into 5,49,49,704 equity shares of Rs. 2/- each aggregating to Rs. 11,20,05,735/- divided into 5,70,56,025 equity shares of Rs. 2/- each out of issued, subscribed and fully paid up capital of Rs. 15,21,47,200/- divided into 7,60,73,600 equity shares of Rs. 2/- each were present.

Mr. B. Yadaiah, Advocate, appointed by the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana & for the state of Andhra Pradesh as Chairman of the meeting occupied the Chair.

The Chairman ascertained that the quorum is present and called the meeting in order.

The Chairman welcomed the shareholders and informed that pursuant to the orders made on 10th February, 2016 by the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana & for the state of Andhra Pradesh under whose directions this meeting has been convened for the purpose of approval of the proposed scheme of arrangement with or without modifications between M/s Transport Corporation of India Ltd., M/s TCI Express Ltd. & their respective Shareholders & Creditors. The Chairman also informed them that the list of shareholders and the Register of Proxies and other statutory books and documents were open for inspection as per explanatory statement U/s 393 of the Companies Act, 1956 at the venue of the meeting.

The Chairman read and explained the scheme of arrangement to the persons/ proxies present.

The shareholders/proxies were of the opinion that the scheme of arrangement between M/s Transport Corporation of India Ltd. and M/s TCI Express Ltd. as proposed should be approved and agreed to and passed the following resolution unanimously:

"**RESOLVED THAT** pursuant to Sections 391 to 394 read with Section 78 (notified Section 52 of the Companies Act, 2013), Sections 100 to 103of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified) and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 (the Act) read with the Companies (Court) Rules, 1959 (the Rules) and other applicable provisions, if any, of the Act, pursuant to the observation letters issued by BSE Limited dated 1stFebruary, 2016 & by National Stock Exchange of India Limited dated 29th January, 2016 and enabling provisions in the Company's Memorandum and Articles of Association and other requisite consents and approvals, if any,

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being obtained and subject to such terms and conditions and modifications (s) as may be imposed, prescribed or suggested by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or other appropriate authorities, the Scheme of Arrangement between Transport Corporation of India Limited (Applicant/Demerged Company), and TCI Express Limited (TCI Express / Resulting Company) and their respective shareholders and creditors in terms of the Scheme of Arrangement (the "Scheme") laid before the meeting duly initialed by the Chairman for the purpose of identification, be and is hereby by approved.

RESOLVED FURTHER THAT subject to such approvals as may be required, reorganization of the Share Capital of Demerged Company, as per the terms and conditions mentioned in the Scheme of Arrangement ("Scheme") be and is here by approved.

RESOLVED FURTHER THAT the Board of Directors, including duly constituted committee of the Board of Directors ("**Committee of Directors**"), of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the Hon'ble High Court of Judicature at Hyderabad for State of Telangana and the State of Andhra Pradesh and other relevant authorities (as may be necessary), to implement the arrangement set out in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Hyderabad for State of Telangana and the State of Andhra Pradesh and/or other relevant authorities, including filing of relevant applications and making of appropriate representations in respect thereof, and taking all steps as they may deem necessary to give effect to the above resolution, and settling any questions, doubts and difficulties that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolution."

The Chairman then invited the members to put forward their views on the Scheme being considered by the meeting & ask questions regarding the same which were then replied to by Mr. Chander Agarwal, Jt. Managing to the due satisfaction of the creditors.

The Chairman then put the resolution to vote by way of poll and appointed Sh. Kamal Kishore Jhawar, shareholder and Mr. Lalit, a practicing Company Secretary as scrutinizers for the poll. The Company Secretary explained the procedure to be followed for voting by poll. Thereafter, the scrutinizers took charge of the poll box and after showing to the unsecured creditors present that the poll box was empty, locked the same. The Chairman then requested the unsecured creditors to cast their votes. After the voting was over, the scrutinizers sealed the ballot box and were directed to submit their report to the Chairman.

Taking into account the report so submitted by the scrutinizers, the Chairman declared to the meeting that the resolution has been passed unanimously.

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

Date: 15th April, 2016
Place: Hyderabad

Certified True Copy
For Transport Corporation of India Ltd.

(ARCHANA PANDEY)
Company Secretary & Compliance Officer

Sd/-
CHAIRMAN

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