TCI
LEADERS IN LOGISTICS

July 30, 2013

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 25th July, 2013 at Hyderabad

This is in continuation to our Notice dated 1st July, 2013 forwarding you 6 (six) copies of Annual Report for the F.Y. 2012-13 incorporating Notice for convening next AGM of the Company on Thursday, the 25th July, 2013 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.

MINUTES OF 18TH ANNUAL GENERAL MEETING HELD ON THURSDAY, THE 25TH JULY 2013 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. K S Mehta	:	Director
Mr. Ashish Bharat Ram	:	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

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 44 nos. valid proxies from shareholders holding 5,54,25,288 shares equivalent to 76.10% of the paid up equity capital within the stipulated time.

80 Members were personally present and 44 Members were represented by proxy-holders.

The Chairman welcomed the Members to the 18th 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.

Certified True Copy
For Transport Corporation of India Ltd.

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

ORDINARY BUSINESS:

1. **Approval of Audited Profit & Loss Account for the financial year ended 31st March 2013, the Balance Sheet as at that date and the Reports of the Directors & Auditors thereon :**

   Proposed by: Mr. A C M Vatsal
   Seconded by: Mr. Kamal Kishor Jhawar

   "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, 2013 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. Vihal Chavda
   Seconded by: Mr. Rudhraraju Aashritha

   "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. 2012-13 to the Shareholders whose names appear on the Register of Members at the close of working hours of the Company on 19th July 2013."

   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. Indrajeet Chavda
   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: Mr. Bansilal Bhattad
   Seconded by: Mr. Manoj Kumar Jain

   "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."

Certified True Copy
For Transport Corporation of India Ltd.

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

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. Ramesh Manguluri
Seconded by: Mr. Shujath Ali Khan

"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: Mr. Shantilal C Shah
Seconded by: Mr. Suresh Chand Jain

"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 2013-14 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. Vihal Chavda
Seconded by: Ms. Tara Devi Jhawar

"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 2013-14 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. Manoj Kumar Jain

Certified True Copy
For Transport Corporation of India Ltd.

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

Seconded by: Mr. Kamal Kishor Jhawar

"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 2013-14 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 Mrs. Urmila Agarwal Director:

Proposed by: Mr. A C M Vatsal
Seconded by: Mr. Indrajeet Chavda

"**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, Mrs. Urmila Agarwal, who was appointed as an Additional Director in the meeting of the Board of Directors held on 1st November, 2012 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. Re-appointment of Mr. D P Agarwal, Vice Chairman & Managing Director and increase in the remuneration to be paid to him

Proposed by: Mr. Kamal Kishore Jhawar
Seconded by: Mr. Praful Chavda

"**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. D P Agarwal be and is hereby re-appointed as Vice Chairman & Managing Director for a further term of five years effective from 1st August, 2013 on the terms as set out in the explanatory statement.

Certified true Copy
For Transport Corporation of India Ltd.

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

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.

11. **Re-appointment of Mr. Vineet Agarwal, Joint Managing Director and increase in the remuneration to be paid to him**

Proposed by: Ms. Tara Devi Jhawar
Seconded by: Mr. Bharat H Shah

"**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. D P Agarwal be and is hereby re-appointed as Vice Chairman & Managing Director for a further term of five years effective from 1st July, 2013 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.

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

S M DATTA
(CHAIRMAN)

Certified True Copy
For Hindustan Construction Company Ltd.
(A. K. BANSAL)
Group CFO & Company Secretary