



trust... begins here

Transport Corporation of India Ltd. | Annual Report

2012-13 (Abridged)

 **TCI**
LEADERS IN LOGISTICS



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appeal to shareholders

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 permitting service of notice/ documents by Companies to its members through electronic mode in compliance of Section 53 of the Companies Act, 1956.

In the spirit of above circulars & as a responsible corporate citizen, your Company welcomes and supports the Green Initiative taken by the MCA, as this will reduce paper consumption to a great extent and allow the members to contribute towards a greener environment. This will also ensure prompt receipt of communication and avoid loss in postal transit.

In the spirit of circulars issued by MCA, we propose to henceforth send documents such as notices convening General Meetings, Annual Report and other communications in electronic form to shareholders

- For Members holding shares in electronic form, the e-mail address provide by them and made available to us by the depositories will be used for sending such documents. Members are thus requested to register / update their email address with their depositories.
- Members holding shares in physical form are requested to register their valid email address with the Company by writing at Company's Corporate Office address or by sending an e-mail at secretarial@tcil.com mentioning their name, folio no., PAN & Contact No.

Alternatively, if you wish to receive shareholders' communications through physical mode, the needful shall be done, upon receipt of requisition from you to this effect.

We seek your co-operation in helping the Company to implement the 'Green initiative' of the Government as your support will go a long way in saving trees and also result in substantial cost savings.



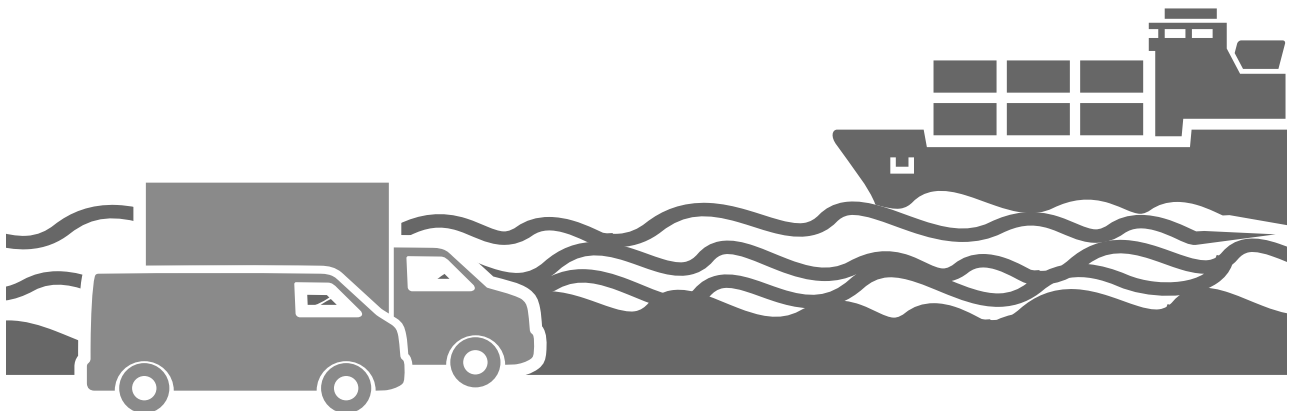
trust begins here

**in AN ERA OF INCREASING
CONNECTIVITY AND
intensified public
scrutiny, trust is the
lifeline of ANY
organization - A CRITICAL
ASSET in ENSURING A
business's long-term
SUSTENANCE AND SUCCESS.**

Customers place trust on a product or service, the society puts trust on how ethically businesses are conducted and even within a business, there is trust in the form of employee-employer relationships. Therefore, building trust is a vital step towards maintaining and promoting business efficiency.

Trust is essential to building enduring connections with employees, customers, suppliers, shareholders and the communities in which we do business. Trust drives the risk-taking ability that leads to innovation and progress.

trust is just the beginning...



trust is... to put special emphasis on customer-orientation, multi-technology and multi-specialist transport system in india

vision

We, at TCI, believe in delivering quality services to every corner of the country and beyond borders, with a special emphasis on customer-orientation, multi-technology and multi-specialist transport system in India. Time and again, TCI has come out on top in its each and every operation to meet the rising needs of society, customers, vendors, employees, shareholders and the transport industry.

CORE VALUES

With intent to differentiate our value offerings, TCI swears by its CORE values, that is, Customer Focus, Ownership, Responsiveness and Empathy. By practicing this value system, TCI constantly works towards future growth and development while taking into account its business work ethics.

corporate citizenship

As the group's social arm, TCI Foundation (TCIF) fulfils its corporate social obligations and runs charitable health centres and schools for the under-privileged in the rural areas. It runs programs on AIDS interventions and education among the vulnerable trucking community. TCIF is also active in the area of disaster relief assistance and provides disability management for physically challenged.

AWARDS & recognitions

- ☐ 'Best Logistics Provider of the Year 2012' constituted by the Indian Institute of Materials Management (IIMM) Kolkata
- ☐ 'Retailer of the Year (Supply Chain Solutions) 2012' at Asia Retail Excellence Awards, Singapore
- ☐ 'Effective Retail through Supply chain 2012' by Asia Retail Congress
- ☐ 'Best 3PL Company of the year 2012' – sixth consecutive year at the Express Logistics & Supply Chain Conclave, Mumbai
- ☐ 'Warehouse Service Provider of the Year 2012' at the Indian Supply Chain & Logistics Summit
- ☐ 'Customer & Brand Loyalty Award 2012' in the 3PL / Supply Chain Sector instituted by AIMIA, a global leader in loyalty management



corporate information

board of directors

Name of the Director	Designation
Mr. S. M. Datta	Chairman
Mr. D. P. Agarwal	Vice Chairman & Managing Director
Mr. S. N. Agarwal	Director
Mr. K. S. Mehta	Director
Mr. O. Swaminatha Reddy	Director
Mr. Ashish Bharat Ram	Director
Mr. M.P. Sarawagi	Director
Mrs. Urmila Agarwal	Director
Mr. Vineet Agarwal	Joint Managing Director
Mr. Chander Agarwal	Executive Director

group cfo & company secretary Mr. A.K. Bansal

statutory auditors R. S. Agarwala & Co., Chartered Accountants

bankers

State Bank of India Limited
HDFC Bank Limited
HSBC (Hongkong & Shanghai Banking Corporation Limited)
Citi Bank N.A.
Standard Chartered Bank
DBS Bank Ltd.
ICICI Bank Ltd.

registrar & share transfer agent

M/s Abhipra Capital Limited
Ground Floor, Abhipra Complex, Dilkhush Industrial Area,
A-387, G T Karnal Road, Azadpur, Delhi-110033
Phone: +91-11-42390708, 42390725, 42390909
Fax: +91-11-27215530
E-mail: rta@abhipra.com

corporate office address

TCI House, 69 Institutional Area
Sector-32, Gurgaon-122 207
Tel. +91-124-2381603-07 Fax +91-124-2381611
E-mail : corporate@tcil.com
Website: www.tcil.com

registered office address

Flat Nos. 306 & 307, 1-8-201 to 203, 3rd Floor,
Ashoka Bhoopal Chambers, S. P. Road, Secunderabad-500 003
Tel: +91-40-27840104
E-mail: ak.bansal@tcil.com, secretarial@tcil.com

from the desk of vice chairman & managing director

Dear Shareholders,
WE START THE NEW YEAR WITH AN OPTIMISTIC REPORT OF THE ORGANISATION FOR ECONOMIC COOPERATION AND DEVELOPMENT (OECD) CLAIMING THAT INDIA IS NOW THE WORLD'S THIRD-LARGEST ECONOMY IN PURCHASING-POWER-PARITY (PPP) TERMS.

Though many factors could have contributed towards the recognition, however I believe the prime reason is that of acceleration in industrial production and changes in consumption pattern that led to a high demand for basic and specialised logistics management. The demand has been fuelled by the growth of industries such as automobiles, aviation, consumer packaged goods, hi-tech, telecom, defense and retail, amongst others. Besides, the entry of multinational companies (MNCs) in sourcing, manufacturing and distributing are other growth drivers. As per the World Bank, Indian economy would grow by 6.1 per cent in 2013-14 on account of robust domestic demand, strong savings and investment rate.

However, despite the positive outlook on the economy, 2012-13 has not been an eventful year for the logistics industry, partly affected by the impact of the slowdown in the country's economic growth. Although the logistics industry is a critical enabler of supply chain, the sector's growth has not kept pace with India's wider economy, thanks to Intra-State border issues, cumbersome documentation, bureaucracy and low average trucking speed on account of the poor quality of the country's road network. Add to this, the below satisfactory development of logistics parks, warehousing and other support infrastructure, and we have the biggest challenge to increase efficiencies and become more cost-effective, thereby increasing India's overall cost arbitrage.

TCI as India's leading integrated supply chain and express solutions provider, has shown remarkable resilience and has responded well to the challenges by recording a modest growth across all its divisions except the Freight Division which got affected due to fluctuating transporting costs attributed to low industrial production and frequent rise in fuel prices. TCI is among the few companies in India to achieve A1+ ratings from ICRA on short term borrowings and AA- from CRISIL on long-term borrowings that encourages benchmarking against other companies and reassuring faith among investors.

TCI constantly nurtures its responsibility as a committed corporate citizen by incorporating Corporate Social

Responsibility as an integral part of its business plan. Through its CSR venture, TCI Foundation (TCIF) is making a meaningful contribution in the areas of Health, Disability and Education. TCIF has set up schools and dispensaries for the deprived sections of the society, besides rendering support in forming self help groups for woman and child development programmes. TCIF is also active in the area of disaster relief assistance and AIDS education & intervention. TCI is partnering with CBSE to offer a 10+2 vocational course on Transport System and Management.

TCI is positioning itself to meet the future demand growth and marketing needs which will be driven by higher capacity utilisation, expanded customer reach, focus on working capital rationalisation & various initiatives for increasing productivity.

As we tread into the next phase of our growth, we continue to strengthen our leadership position in the Indian logistics industry. We would like to reiterate that though our eyes are always set on the next benchmark, milestone and innovation, our feet are firmly held to the ground, based on core fundamentals, values and ethics.

D P Agarwal

Vice Chairman & Managing Director



MANAGEMENT discussion AND ANALYSIS

Express And supply chain solutions- growing by leaps and bounds

Market estimates put the market size of the logistics sector in India to be between USD 90-125 billion. Given that the Indian economy has grown to over USD 1.73 trillion, these estimates may already be well below the actual size of the industry. Sources also estimate that the industry employs over 45 million people and is growing at the rate of 15% with sub-sector growing at even 30-40% per annum. Due to its current growth and its future growth potential, the Indian logistics sector is viewed as one of the most attractive in the world. The Emerging Market Survey, 2011 conducted by Transport Intelligence highlights India's attractiveness as a strong growth area for logistics in the future. The survey found that nearly half of its respondents agreed that India would emerge as a major logistics hub in the future.

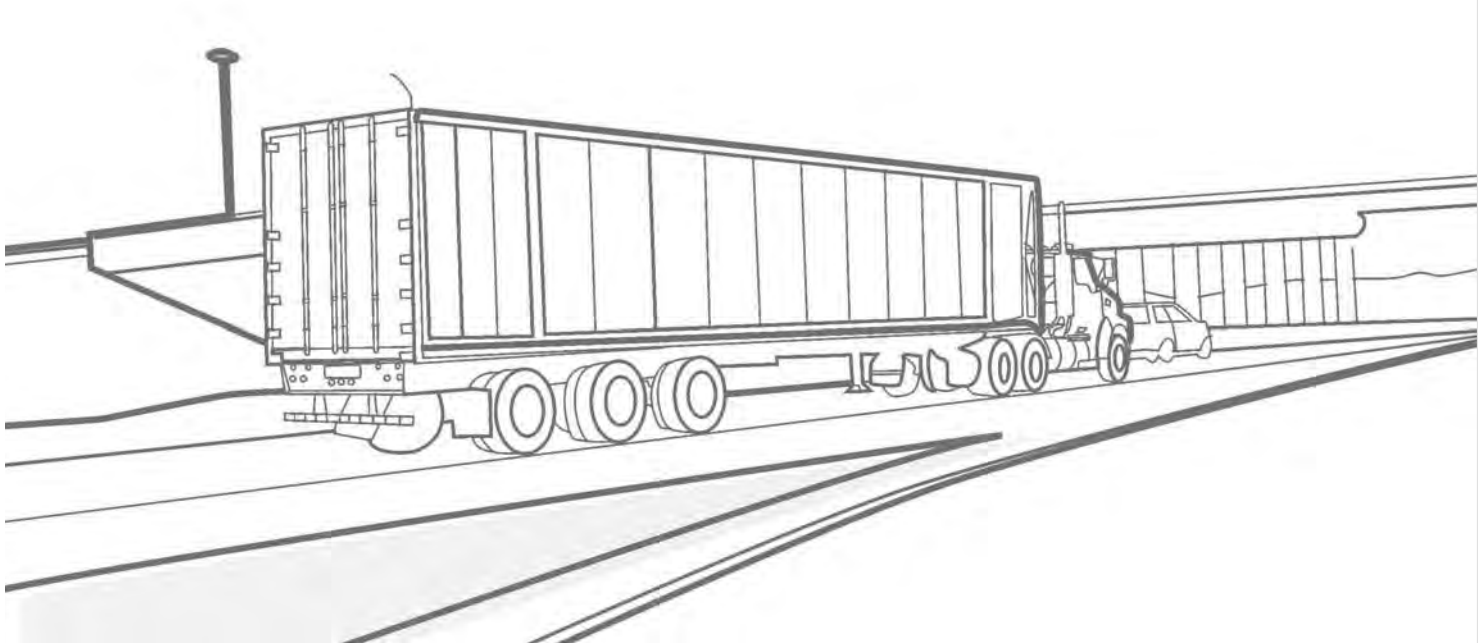
(Source - Deloitte Logistics Sector: Present situation and way forward)

traditional factors driving the indian logistics sector

As India continues its transformation into a manufacturing and services-led economy, rising investment, rapidly evolving regulatory policies, mega infrastructure projects and several other developments have skyrocketed the Indian logistics market and as a result, seemingly overcome infrastructure-related constraints and logistics-centric inefficiency.

Road and Rail network serve as the two most important links that have spanned across all modes of transportation and logistics services. Roads continue to be the most significant component of India's logistics industry, accounting for 60 % of total freight movement in the country. The corresponding development of roads has witnessed limited traction, recording a CAGR of 2% from about 3.7 million km in 2001 to about 4.7 million km in 2012, while an overall increase of 4.2 % in the past six decades. As the demand for goods either for mass consumption or industrial development grows beyond the conventional demand supply from the hubs of metropolitan cities to a number of widely dispersed tier-I and tier-II cities, the share of road transport can expect additional growth, given its ability to facilitate last-mile reach and limited supporting rail infrastructure.

On the rail transportation front, Indian railways operates 19,000 trains daily, transporting 2.65 MMT of freight and is expected to touch the 1 billion tonne mark in 2013 with a 31 percent share of total freight movement across all modes of transport, growing at a modest CAGR of approx. 7%. This is in stark contrast to Air Cargo transportation and Water Transportation through Ports. Despite having 128 airports, 13 major ports and 187 non-major ports, these two modes have a negligible contribution, owing to lacklustre operational efficiency in delivering optimum quality.



new trends in the indian logistics landscape

Warehousing Storage, Third Party Logistics (3PL) and Logistics Parks are the three fastest emerging segments propelling the Indian logistics industry to new horizons.

The demand for industrial warehousing space is estimated to soar from around 391 million sq. ft. in 2010 to 476 million sq. ft. in 2013, at a CAGR of 6.8 %. Among the analysed sectors, the highest growth is expected from engineering goods and IT, electronics and telecommunications sectors, estimated to grow at CAGR of about 8.6% and 8.2 % respectively, during 2010-13. The share of modern warehousing is anticipated to grow to 30 % (178 million sq. ft.) by 2015. This sharp growth is expected to be driven by rising domestic and EXIM freight volumes, increased outsourcing to 3PL players, strengthened investment in infrastructure, organised retail and the impending implementation of Goods and Services Tax (GST).

Third Party Logistics (3PL) outsourcing has come a long way, from earlier being a transaction based service, only to be evolved into more strategic function integral to companies' operations. Due to the increasing awareness of the Indian firms towards the benefits of logistics outsourcing and 3PL, the business dynamic is expected to reach INR 190-195 billion by 2014-15. Some of the prominent outsourcing activities include warehousing, forwarding and inbound & outbound transportation.

Similarly, the major surge of 110 logistics parks spread over approximately 3,500 acres at an estimated cost of \$1bn. are expected to be operational, with majority of these logistics parks are planned in close proximity to state capitals and some Tier II and Tier III cities, owing to relatively low cost and connectivity to multiple markets across states.

growth indicators for indian logistics

In the coming years, the logistics industry is poised to gather greater momentum with the emergence of India as a manufacturing hub and improving multimodal

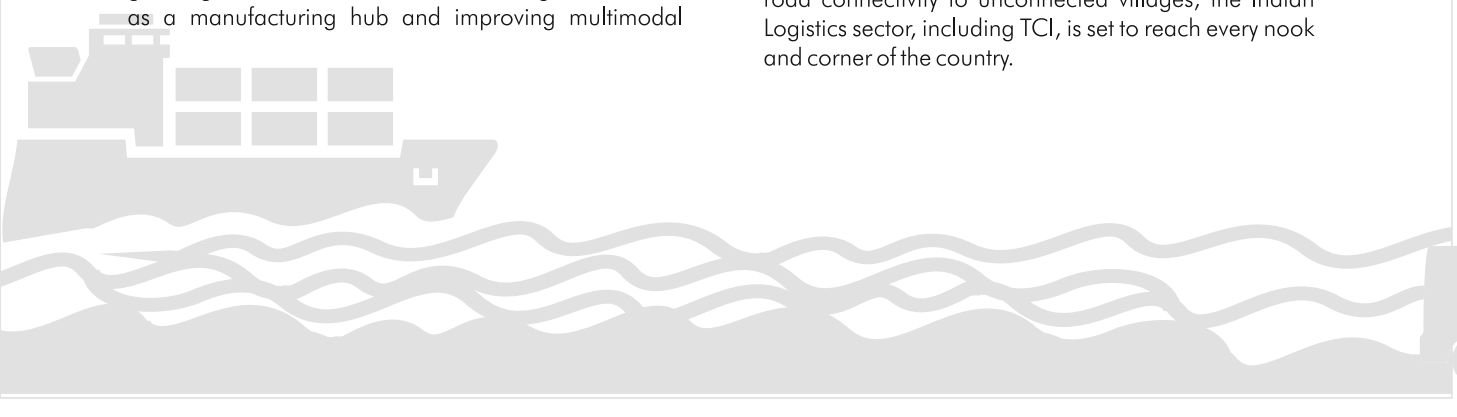
transportation infrastructure. Also, with the advent of technology, e-commerce has taken prominence as consumption patterns have changed, thereby giving thrust to e-tailing, which will eventually be beneficial for the overall logistics sector.

The emergence of Dedicated Freight Corridors (DFC) along the Eastern and Western Routes, will lend stability while quickly transporting products from factories to ports, warehouses and other locations. As a result, this will enable faster speed and efficiency due to entirely separate lane for freight (goods) traffic. After the Delhi-Mumbai Industrial Corridor (DMIC) project, plans for seven new cities have been finalised and work on two new smart industrial cities is expected to start during 2013-14. The project has got massive potential when it comes to exceeding growth rate in freight distribution and optimising distribution networks. As a result, it will see the setting up of industrial parks and logistics bases with well-developed infrastructures, thus making a significant contribution towards India's economic development.

Apart from DFC, TCI welcomes the idea of introducing FDI in single and multi-brand retail. The FDI in retail will have positive impact on economy as well as logistic sector as it will increase productivity and ensure an efficient distribution network.

With the proposed introduction of a singular Goods and Services Tax (GST), the entire logistics industry can be assured of a unified tax structure, therefore bringing down overall costs considerably. Your Company is glad at the prospect of setting up large 'hubs' in key strategic gateway locations and smaller 'spoke' warehouses close to metro/urban consumption, that will not only result in express delivery being the preferred mode for secondary distribution, but also ease the state-border crossing mechanisms.

And closing on the heels of National Food Security Bill, there is going to be a provision of storage transportation and delivery of foodgrains in large numbers. The entire system of procurement storage and movement of foodgrains will gain a fresh start. Also, with Pradhan Mantri Gram Sadak Yojana providing good all-weather road connectivity to unconnected villages, the Indian Logistics sector, including TCI, is set to reach every nook and corner of the country.



divisional overview

tci freight

India's leading surface transport entity. This division provides total transport solutions for cargo of any dimension or product segment. It transports cargo on FTL (Full truck load) /LTL (Less than truck load)/ Small consignments/ Over Dimensional cargo.

Revenue (₹)	Growth	Contribution to total revenue	EBIDTA (₹)
7774.8 mn.	-0.97%	40%	232.7 mn.

tci xps

A leading express distribution specialist. It offers a single window door-to-door & time definite solution for customers' express requirements. It services 13,000 locations in India and more than 200 countries abroad.

Revenue (₹)	Growth	Contribution to total revenue	EBIDTA (₹)
5556.7 mn.	12.25%	28%	454.9 mn.

tci supply chain solutions

TCI SCS is a single window enabler of integrated supply chain solutions right from conceptualisation and designing the logistics network to actual implementation. The core service offerings are Supply Chain Consultancy, Inbound Logistics, Warehousing/Distribution Centre Management & Outbound Logistics.

Revenue (₹)	Growth	Contribution to total revenue	EBIDTA (₹)
5200 mn.	16%	26%	600 mn.

tci SEAWAYS

TCI Seaways has well equipped ships in its fleet and caters to the coastal cargo requirements for transporting container and bulk cargo.

Revenue (₹)	Growth	Contribution to total revenue	EBIDTA (₹)
939 mn.	6.10%	5%	132.6 mn.

tci global

The global business division of TCI provides end-to-end logistics solutions across boundaries to various parts of the globe.

Revenue (₹)	Growth	Contribution to total revenue	EBIDTA (₹)
427.1 mn.	75%	1%	40.6mn.

joint ventures

- **Transsystem Logistics International Pvt. Ltd. (TLI):** A joint venture with Mitsui & Co. Ltd., the lead logistics partner for Toyota Kirloskar Motors Ltd. in India
- **Infinite Logistics Solutions Private Ltd. (ILSPL):** A Joint Venture with CONCOR for bulk multi-modal logistics solutions by rail and road





sustaining trust with stakeholders

risk management

in an interdependent, fast-moving world, organisations are increasingly confronted by risks that are complex in nature and global in consequence. risk management gives comfort to stakeholders (shareholders, customers, employees and so on) that the business is being effectively managed and helps the organisation confirm its compliance with corporate governance requirements.

landscapes -

unfavourable government policy, economic slowdown and interest rate fluctuations

TCI's risk mitigation approach:

- TCI's business operations covering all areas of supply chain management and catering to a diverse base of industries
- The company's business intelligence team reviewing and taking that right action at the right time on specific areas of business

poor service quality leading to customer fallout

TCI's risk mitigation approach:

- Leveraging systems & process changes and technology up-gradations as a means to improve performance, reduce costs and increase profitability
- Constant training imparted to TCI employees to match evolving customer preferences, thus helping in achieving sustainable competitive advantage

ignoring the potential of varied big customers

TCI's risk mitigation approach:

- TCI's customer base stretching across diverse

sectors such as auto, retail, consumer durables, FMCG, engineering, telecom, pharmaceuticals and chemicals from practically across the length and breadth of the country

- Strong presence across almost all verticals of supply chain management serving a wide range of industries

failure to raise necessary funds

TCI's risk mitigation approach:

- Focusing on shorter transaction cycles to manage liquidity positions
- Having an effective mechanism of credit approval and monitoring with a view to utilise liquidity more efficiently

inadequate distribution network adversely affecting service delivery

TCI's risk mitigation approach:

- Over 1,000+ company owned branches nationwide, and 17,000 delivery locations in India & abroad for non-stop distribution process
- A fleet of 7,000+ trucks/trailers/reefer vehicles & 4 cargo ships for that uninterrupted distribution flow
- Skilled workforce of more than 5000 with 20,000 outsourced positions to deliver quality distribution experience

Directors' Report

Dear Members,

We, the Board of Directors of Transport Corporation of India Limited, are delighted to present the Eighteenth Directors Report for the year ended March 31, 2013, along with the Balance Sheet and Profit and Loss Account for the year.

1. Results of Operations

Significant Financial Highlights for your company during the year ending 31st March, 2013 are as under:

(Rs. in mn.)

Particulars	Consolidated		Standalone	
	2012-13	2011-12	2012-13	2011-12
Income	21378.7	19594.2	19566.3	18323.0
Profit before Interest, Depreciation, Taxation & Exceptional Item	1810.8	1621.1	1502.8	1488.7
Less: Interest (Net)	336.3	350.0	321.7	332.8
Depreciation (Net)	464.0	415.7	420.8	378.7
Profit before Tax & Exceptional Item	1010.5	855.4	760.3	777.2
Less: Exceptional Item	-	-	3.7	40.0
Profit before Tax	1010.5	855.4	756.6	737.2
Less: Provision for Tax – Current	309.4	258.9	232.4	212.0
- Deferred	-2.5	5.0	-3.5	8.2
Taxes for earlier years	8.3	-1.9	8.2	-1.4
Profit after Tax	695.3	593.4	519.5	518.4
Share of profit in associates	0.02	-1.6	-	-
Share of (profit)/loss transferred to minority interest	0.2	-	-	-
Profit for the year	695.1	595.0	519.5	518.4
Add: Balance brought forward	249.4	180.4	86.0	82.5
Add: Share of loss in derecognised joint venture as per last Balance Sheet	14.15	-	-	-
Add: Share of loss in derecognised subsidiary as per last Balance Sheet	0.05	-	-	-
Profit available for appropriation	958.7	775.4	605.5	600.9
Appropriations:				
- Interim dividend	29.1	29.2	29.1	29.2
- Proposed dividend	82.9	49.5	43.7	43.6
- Dividend Tax	18.8	12.7	12.2	11.8
- Tonnage Tax Reserve	15.0	20.3	15.0	20.3
- General reserve	424.2	414.3	410.0	410.0
- Retained Earning in associates	0.02	-	-	-
Balance carried forward	388.7	249.4	95.5	86.0
	958.7	775.4	605.5	600.9

2. Review of Company's Performance

On standalone basis, gross turnover during the year grew by 6.78% to 19,566.3 Mn. Pre-tax profits increased by 2.63% to 756.6 Mn. Despite adverse market conditions, the Company has reported its PAT for the year at Rs. 519.5 Mn. Earning per Share for the year stands at Rs. 7.1.

On consolidated basis, the Company achieved revenues to the tune of Rs. 21378.7 Mn. During the same period, PAT stood at Rs 695.3 Mn as against Rs. 593.4 Mn in the previous year, achieving a commendable growth of about 17.1%. Earning per Share for the year rests at Rs. 9.5.

The consolidated financial statements of your Company are prepared in compliance with the Accounting Standards and Listing Agreement as prescribed by the SEBI and include financial information of its subsidiaries and joint venture companies.

3. Distribution to Equity Shareholders

Keeping in view the improved performance and continuous track record of distributing dividend, your Board has recommended Final Dividend of (30%) i.e. Re. 0.60 per share subject to the approval of Shareholders at the ensuing Annual General Meeting.

This is in addition to interim dividend of (20%) i.e. Re. 0.40/- per share already declared aggregating to the total dividend for the year @ 50% i.e. Re.1.00 per share (Previous year @50% i.e. Re 1.00 per share). The book closure date for the purpose has been fixed from Saturday, the 20th July, 2013 to Thursday, the 25th July, 2013 in due consultation with the stock exchanges.

The proposed dividend is in accordance with the Company's policy to pay sustainable dividend linked to long term performance, keeping in view the capital needs for the Company's growth plans and the intent to optimal financing of such plans through internal accruals.

4. Ratings of TCIL

The company enjoys credit ratings from some of the most accredited credit rating agencies of the country, as below mentioned:

I) CRISIL Ratings

The Company has been enjoying the AA-/ assuring the stability of the credit risks Involved in the Long Term Funds & A1+ (Non Fund based) Short Term Debts on its credit risk in the Short Term Financial obligations. This rating of the financial strength of your company in terms of highest safety with regard to timely fulfillment of all its financial obligations.

II) ICRA Ratings

The Company has been enjoying the Top credit rating of A1+ (Short Term Debts) on its credit risk in the short term. The rating facilitates the company to raise short term finance at most competitive terms.

5. TCI Employee Stock Option Scheme- 2006 (ESOS-2006)

With the view of maintaining rapport among highly calibrated employees, your company has formulated and implemented an Employee Stock Options Scheme (the Scheme) for grant of Employee Stock Options (ESOS) to the employees of the Company and its subsidiaries.

During the year, the company issued 1,10,810 Equity Shares on exercise of stock options under Employee Stock Option Scheme 2006 Part-II,III and IV. Due to this, the outstanding issued, subscribed and paid up equity share capital stands increased from Rs. 145,430,380 to Rs. 145,652,000 as at March 31, 2013.

6. Subsidiary Companies

During the period under review, TCI Distribution Ltd & TCI Scan Denmark ApS, Denmark ceases to be the subsidiary of your Company.

The consolidated financial statements, which includes the financial information of the subsidiaries of the Company for the Financial Year ending 31st March 2013 has been prepared pursuant to applicable Accounting Standards, as issued by the Institute of Chartered Accountants, forming part of this Annual Report.

The audited accounts and related information of subsidiaries will be made available on request. These documents will also be available for inspection during business hours at our Registered Office situated at Hyderabad, Andhra Pradesh.

7. Abridged Annual Accounts

In accordance with SEBI Guidelines and Companies Act, 1956, abridged standalone and consolidated annual accounts for the year ended March 31st, 2013 are being circulated while detailed accounts will be made available on request and also at the venue of the Annual General Meeting.

8. Board of Directors

During the year, Mrs. Urmila Agarwal was appointed as Additional Director in term of Section 260 of the Companies Act, 1956 effective from 01st November, 2012. She holds office upto the date of ensuing Annual General Meeting. The Company has received a notice from a member proposing her candidature as a Director & accordingly the proposal to regularize her on the Board of the Company, has been included in the Notice convening the Annual General Meeting.

Pursuant to the relevant provisions of the Companies Act, 1956 and in accordance with provisions of Articles of Association of the Company, Mr. K S Mehta, Mr. O Swaminatha Reddy and Mr. M P Sarawagi, Directors of the Company, are liable to retire by rotation and being eligible, offer themselves for re-appointment at this Annual General Meeting.

None of the above Directors are disqualified under Section 274(1) (g) of the Companies Act, 1956.

A brief profile of directors, who are proposed to be re-appointed, is given hereunder:

1. Mr. K. S. Mehta

Mr. K. S. Mehta is a renowned Chartered Accountant in practice. He has approximately 41 years of experience in corporate finance & restructuring, project financing, business valuations and tax planning.

List of directorships held by Mr. K. S. Mehta:

Directorships				
Sl. No.	Public Limited Companies	Designation	Committees	Designation
1.	Transport Corporation of India Ltd.	Director	Shareholders' / Investors' Grievance Committee Audit Committee	Chairman Member
2.	IFCI Venture Capital Fund Limited	Director	-	-
3.	Radico Khaitan Limited	Director	Nomination Committee	Member
Private Limited Companies				
4.	Kothari Industrial Mgmt Company Pvt Ltd.	Director	-	-

2. Mr. O Swaminatha Reddy

Mr. O. Swaminatha Reddy has over 59 years of experience as a financial and management consultant. He is currently the Chairman of the governing body of the Indian Institute of Economics, Hyderabad. He has also been a member of the management committee of federation of A. P. Chamber of Commerce & Industry.

List of directorships held by Mr. O Swaminatha Reddy:

Directorships				
Sl. No.	Public Limited Companies	Designation	Committees	Designation
1	Sagar Cements Ltd.	Chairman	Audit Committee Remuneration Committee	Chairman Member
2	TCI Finance Ltd.	Chairman	-	-
3	Transport Corporation of India Ltd.	Director	Audit Committee Compensation/Remuneration Committee	Chairman Member
4	TCI Developers Ltd.	Director	Audit Committee	Member
5	K.C.P. Ltd.	Director	Audit Committee Remuneration Committee	Chairman Chairman
6	Surana Ventures Limited	Director	Audit Committee Remuneration Committee	Chairman Member
Private Limited Companies				
7	K.M. Power Pvt. Ltd.	Director (Nominee IREDA)	-	-
8	Thembu Power Pvt. Ltd.	Director (Nominee IREDA)	-	-
9	E.PR. Gene Technologies Pvt. Ltd.	Director	-	-
10	E.PR. Pharmaceuticals Pvt. Ltd.	Director	-	-
11	E.PR. Centre for Cancer Research and Biometrics Pvt. Ltd.	Director	-	-
12	E.PR. Centre for Cancer Research and Biometrics Pvt. Ltd.	Director	-	-

3. Mr. M. P. Sarawagi

Mr. M. P. Sarawagi has been associated with the Company for the past 48 years. He possesses rich experience in the legal and commercial aspects of the transport industry. Mr. Sarawagi has also served/presently serves on the Boards of Calcutta Goods Transport Association, All India Motor Union Congress and several other cultural associations. He is a Graduate in Law from the Calcutta University.

List of directorships held by Mr. M. P. Sarawagi:

Directorships				
Sl. No.	Public Limited Companies	Designation	Committees	Designation
1.	Transport Corporation of India Ltd.	Director	Share Transfer Committee Compensation/Remuneration Committee	Member Member
2.	Bhoruka Investment Ltd.	Director	-	-
3.	Bhoruka Finance Corp. Of India Ltd.	Director	-	-
4	Orissa Tyres Ltd. (In Liquidation)	Director	-	-
Private Limited Companies				
5	Ashish Securities Pvt. Ltd.	Director	-	-
6	Prabhu-Dhan Carriers Pvt. Ltd.	Director	-	-
7	Prabhu-Dhan Properties Pvt. Ltd.	Director	-	-
8	Prabhu-Dhan Infrastructure Pvt. Ltd.	Director	-	-
9	Bhoruka Properties Pvt. Ltd.	Director	-	-

The Board recommends their re-appointment.

9. Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March 2013, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- (ii) We have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at end of the financial year and of the profit of the Company for the period;
- (iii) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities; and
- (iv) We have prepared the annual accounts on a 'going concern' basis.

10. Auditors

M/s. R.S. Agarwala & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company, are due for retirement at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Statutory Auditors of your Company have submitted a certificate to your Company that they have subjected themselves for the peer review process of the Institute of Chartered Accountants of India for the financial year 2012-13. They have further confirmed that their re-appointment, if made, will be well within the limit as specified under Section 224 (1B) of the Companies Act, 1956.

Further, M/s R. S. Agarwala & Co., Chartered Accountants, Bangalore, Branch Auditor for TCI Seaways Division of the Company are retiring at this AGM and being eligible, offer themselves for re-appointment. They have confirmed that their re-appointment, if made, will be well within the limit as specified under Section 224 (1B) of the Companies Act, 1956.

Furthermore, M/s. K.B. Chitracar & Co., Chartered Accountants, Kathmandu, the Branch Auditors for branches situated in Royal Kingdom of Nepal are retiring at this AGM and being eligible, offer themselves for re-appointment confirming that their re-appointment, if made, will be well within the limit as specified under Section 224 (IB) of the Companies Act, 1956.

Your Directors recommend Statutory Auditors' /Branch Auditors' re-appointment for the financial year 2013-14.

11. Public Deposits

As on 31st March, 2013, Public Deposits stood at Rs. 2.64 million, and there is no amount of fixed deposits which has remained unclaimed.

During the financial year under review, the Company has not accepted any fixed deposits.

12. Human Resources

We believe that human resource is most important and valuable asset of our Company. Enough attention is paid to engagement, grooming & development of right candidates and their retention. Candidates are engaged through diverse sources, undergo training on company's system and processes, groomed and developed for higher level responsibilities with right HR interventions. Professionals are engaged directly from campus. To equip them with required knowledge & skills, young and bright professionals undergoes Corporate Induction Programme, which help them in developing holistic picture of logistics industry as well as of the company. Various HR interventions like Buddy Programme, Mentor Programme, High Pot programme etc. enables young, bright and high potential employees moving up fast on career ladder.

Continuous training programme sharpens skills of employees for better performance on existing job and develop competencies for next level of job requirement. Fair and transparent appraisal process encourages employees for better performance every year & so are rewards. Annual salary revision and other reward programmes motivate employees to contribute their best for organization. Emphasis on internal recruitment gives surety of career growth to employees.

Company encourages work like balance among employees & Company's benefit programme and support system takes care of employees & their family member.

13. Management Discussion & Analysis Report

In compliance with the provisions of the Listing Agreement, the Management Discussion and Analysis Report has been presented separately in this Annual Report.

14. Corporate Governance Report

Your Company has been consistently following good corporate governance practices as prescribed by various regulatory authorities and a detailed report on Corporate Governance together with the Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s) and the Certificate of the CEO & CFO in terms of sub-clause (v) of Clause 49 of Listing Agreement, inter alia, confirming the correctness of the financial statements for the financial year 2012-13 is annexed to & forming part of this Report.

15. Corporate Social Responsibility

It is true that business of every business is to do business but it is also true that every business should look beyond its business and assume its responsibility towards society at large. A step towards this direction has led TCI to set up its Social arm by name TCI Foundation (TCIF) which has entrenched itself in the areas of Health, Education, Disability, Vocational Training Disaster Relief etc

Health

Dispensaries

The two dispensaries one each in Coimbatore and Port Blair are catering to the nearby villages around them. Basic services are provided free of cost. The ailments that are being addressed are hyper tension, Diabetes, Asthma, etc.

FY 2012-13 has been the year for innovation and expansion for the TCIF. It focused on initiating projects in new areas to cater to the needs of diverse population. The new focus communities are migrants, youth and rural women along with our core group of truckers. To fulfil this mission, various new projects were started across India.

Targeted Interventions with Truckers

TCIF is implementing 13 Targeted interventions across 8 states (Punjab, Uttarakhand, Chandigarh, Haryana, Chhattisgarh, Jharkhand, Karnataka and Maharashtra) through funding from various State AIDS control societies for the National Truckers program under NACP III. TCIF continues to be the national leader in the area of trucker's welfare as our annual reach has increased to more than 5 lacs truckers and allied population. Foundation provides counselling and medical services to about two lac truckers and allied population through its clinics across India.

Targeted Interventions with Migrants

Three projects for the health of migrants were started in FY 2012-13 by TCIF. These projects have been started in Delhi, Maharashtra and Jharkhand. About 30,000 migrants will be provided counselling and treatment services through these interventions.

Link Workers Scheme (LWS)

TCIF has been chosen as Technical lead agency for Bihar State AIDS Control Society to manage the link workers scheme in eight districts of Bihar. The program reaches to more than 800 villages of 8 districts. The LWS scheme is being implemented to cover vulnerable youths, women and other people in high risk groups in Nawada, Darbhanga, Saran (Chapra), Samastipur, Patna, Siwan, Darbhanga and Sitamari.

Corporate engagement

Four TIs with truckers are being implemented in collaboration with HPCL in Tamilnadu, Andhra Pradesh, UP and Maharashtra. TCIF has also collaborated with Society of Indian Automobiles Manufacturers (SIAM) for annual road safety training with drivers at different locations in India. More than 900 drivers were trained on road safety through this initiative.

HIV/AIDS Awareness Programme

A separate module on HIV/AIDS awareness has been developed for our staff. 2,900 personnel underwent an awareness programme in the three training centers of TCI during the year under review.

TCIF Goes International

Due to our experience and contribution in the field of STIs and HIV programming in India, TCIF has been identified to provide technical support to other countries as well. TCIF is providing technical support to Ethiopia and South Africa for their truckers programs. Discussions are in progress for a similar engagement with Kenya.

Education

TCI DAV Public School

The objective of TCIF of starting a school in the remote area in Jharkhand was to make available quality education to the children of that area. Most children who come to the school are first generation learners. In the year 2012-2013 CBSE awarded its affiliation to the school after a rigorous inspection. The school now is till the Xth std. The strength in the school is growing slowly but surely. There is no denying the fact that the school offers challenges in terms of political vulnerability, poverty in the area and remoteness of the place. The school has now come into the regular mode of having its yearly annual events such as the Sports Day and the Annual function. It brings out its yearly school magazine titled PRAGATI every year.

Vocational Training

A training center in the campus of TCI DAV Public School is catering to young boys and girls and women since 2010. The training programmes are in IT, Sewing and Tailoring and hand loom weaving. Women who were hitherto confined to their homes and domesticity, girls and boys both kinds- drop outs from school and those who are continuing their school are a part of the Vocational Training Centre. The students belong to the under privileged families in the villages in and around Jhamhar.

More than 80 boys and girls have been trained in the IT basic course, accredited by NIIT Foundation. Women are working on their looms from their homes and getting their wages from Jharcraft.

Center in Makrana, Rajasthan

TCIF in collaboration with India Bulls Foundation, started a center in April 2012 to train underprivileged boys who have passed +2 in Transport Systems & Management. The objective was to prepare needy students for a job in the Logistics sector. More than 80 students have been trained and are in jobs.

Disability**TCIF'S Artificial Limb Centre**

Fully equipped to cater to the needs of people with disability (below knee), the artificial limb center in Patna has serviced more than 15,000 patients with artificial limbs, calipers and crutches. Camps in all the districts of Bihar have been organized with support of local NGOs, Rotary Clubs and Lions clubs. Requests from Nepal Medical College to hold camps in Nepal for the disabled came to TCIF and the decision to do so by TCIF was taken in the year under review although the camps were held in April 2013.

16. Particulars of Employees

Pursuant to provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, the details of employees who were in receipt of gross remuneration of Rs. 500,000/-p.m., if employed for part of the year & Rs. 6,000,000/- p.a., if employed for the full year for the FY ended 31st March, 2013, is given as an annexure to this report.

17. Appreciation

Your Directors take this opportunity to express their sincere appreciation for the excellent support and co-operation extended by the shareholders, customers, suppliers, bankers and other business associates. Your Directors gratefully acknowledge the ongoing co-operation and support provided by Central and State Governments and all Regulatory bodies. We place on record our appreciation of the contribution made by all employees towards the growth of your Company.

For & on behalf of the Board

Place : Gurgaon
Date : May 15, 2013

S M Datta
Chairman

CEO/CFO Certification

The Board of Directors

Transport Corporation of India Ltd. Gurgaon (Haryana)

This is to confirm that:

- a) We have reviewed financial statement for the F.Y. ended 31st March 2013 and the cash flow statement for the year (consolidated and standalone) and that to the best of our knowledge and belief: -
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair copy of the Company's affairs and are in compliance with existing standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and Audit committee:
 - (i) About significant changes in internal control during the year, whenever applicable;
 - (ii) That there were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) That there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having such significant role in the Company's internal control system.
- e) We further declare that all members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

For **Transport Corporation of India Ltd.**

D P Agarwal

Vice Chairman & Managing Director

Place: Gurgaon (Haryana)

Date : May 15, 2013

For **Transport Corporation of India Ltd.**

A K Bansal

Group CFO & Co. Secretary

Place: Gurgaon (Haryana)

Date : May 15, 2013

Annexures to Directors' Report

A. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

a. Conservation of Energy and Research & Development

The Company has taken following steps to conserve energy:

- The provisions have been made for natural lighting using the transparent sheets for transshipments, reducing usage of artificial lighting and thus saving on electricity cost.
- Four old cranes replaced with new fuel efficient cranes to reduce the diesel consumption.
- In all its major transshipments and branches, tube lights/ bulbs replaced with LED lights & CFL lighting system which is among the most efficient way of reducing energy consumption. Initiatives being taken for more utilization of solar energy.
- Major initiatives during the financial year towards energy conservation has drawn entire Strategic Planning exercise ONLINE, thereby reducing the consumption of around 15,000 sheets of paper.
- Initiatives being taken to run the longer chassis trucks on its major routes for fuel efficiency and faster haulage time.
- On technical grounds, the Company has already converted the manual counting on BAR code based hand handled scanning system, which in turn saves lot of manual hours reducing the energy consumption pattern at the Company.

b. Technology Assimilation

IT in Supply Chain Management (SCM) has a big role in reducing the friction in transactions between its Supply Chain Partners through cost-effective information flow. It keeps the stakeholders in tune with Business Requirements, Needs & Information. Conversely, IT is more importantly viewed to have a role in supporting the collaboration and coordination of Supply Chains through information sharing. Barcode Control Systems with Auto EDI (Electronic Data Interchange) are adapted to accurate & smoothen the process and to minimize/eliminate the errors & gaps. The Associates/Business Partners/Customers use Electronic Data Interchange (EDI) for electronic transmission of data thus optimizing effective overheads. Novel Logistics Solutions have facilitated conservative Logistics Companies to employ newer and enhanced practices of transportation & Logistics of their services resulting in client contentment, Immediate Information Availability, MIS, Maintenance as well as New Customer Acquisition. With mobility application gaining impetus, this sector will become more customer centric & inventive in terms of providing instantaneous information of Consignments movement during the supply chain cycle.

c. Foreign exchange earnings and outgo:

(Rs. in mn)

Particulars	FY 2012-13	FY 2011-12
Foreign Exchange Outgo	164.60	382.09
Foreign Exchange Earnings	171.22	141.06

B. Statement under Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975.

Sl. No	Name & Qualification	Age	Designation/ Nature of Duties	Remuneration (in Rs.)	Exp. in Yrs.	Date of Joining	Previous employment/ position held of employment
1	Mr. D.P. Agarwal* B.Com.	63	Vice-Chairman & Managing Director, Overall Management	33,273,197	48	10.04.1996	VC&MD, TCI Industries Ltd
2	Mr. Vineet Agarwal* B.Sc. (Econ.)	39	Joint Managing Director, General Management	28,649,868	17	01.04.1996	Executive, TCI Industries Ltd.
3	Mr. Chander Agarwal* B.Sc. in Business Administration	34	Executive Director, General Management	22,257,203	11	01.11.2002	-
4	Mr. Jasjit Singh Sethi* B.Sc., AMP (Harvard University)	45	CEO, Supply Chain Division	7,100,004	25	01.08.2000	Dy. Manager, Apollo Tyres

*Nature of service contractual as per the terms of engagement.

Notes: Remuneration stated above include inter-alia, value of perquisites and other benefits as per provisions of the Income Tax Act, 1961 and Rules made hereunder and Company's contribution to Provident Fund but does not include Gratuity paid or contribution made to Gratuity Fund.

C. Disclosure as required under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as on 31st March 2013

	Particulars	ESOS 2006 Part II	ESOS 2006 Part III	ESOS 2006 Part IV	ESOS 2006 Part V
A.	Number of options granted	108,000	200,000	275,000	350,000
B.	The Pricing Formula	50% Discount was given closing price of share on the 20th May 2009 at BSE	50% Discount was given closing price of share on the 18th May 2010 at NSE	44.44% Discount was given closing price of share on the 31st May 2011 at NSE	47% Discount was given closing price of share on the 29th May 2012 at NSE
C.	Number of options vested	108,000	120,000	82,500	-
D.	Number of options exercised	98,360	76,800	56,400	-
E.	Total number of shares arising as a result of exercise of options	98,360	76,800	56,400	-
F.	Number of options lapsed	9,640	43,200	26,100	-
G.	Variation in the terms of options	NA	NA	NA	NA
H.	Money realized by exercise of options	2,950,800	4,608,000	2,820,000	-
I.	Total Number of Options in force	-	80,000	192,500	350,000
J.	Employee-wise details of options granted to:				
	(i) Senior managerial personnel	Options granted	Options granted	Options granted	Options granted
	Mr. K. Prabhakar, Director*	10,000	10,000	Nil	Nil
	(ii) Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year				
	1. Mr. P C Sharma, CEO- TCI XPS Division	10,000	25,000	35,000	50,000
	2. Mr. Jasjit Sethi, CEO-TCI SCS Division	10,000	25,000	35,000	50,000
	3. Mr. O P Jain, CEO*-TCI Freight Division	10,000	10,000	Nil	Nil
	4. Mr. H S Bhatia, CEO*- TCI Global Division	10,000	15,000	20,000	Nil
	(iii) Identified employees who were granted option, during any one year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None			
K.	Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20	7.11			

	Particulars	ESOS 2006 Part II	ESOS 2006 Part III	ESOS 2006 Part IV	ESOS 2006 Part V
L.	The impact on the profits and EPS of the fair value method is given in the table below -	(In Rs.) Profit as reported 519,452,730 Add - Intrinsic Value Cost 9,003,243 Less - Fair Value Cost 10,918,419 Profit as adjusted 517,537,556 Earning per share (Basic) as reported 7.13 Earning per share (Basic) adjusted 7.11 Earning per share (Diluted) as reported 7.11 Earning per share (Diluted) adjusted 7.08			
M.	a. Weighted average exercise price of Options whose				
	(a) Exercise price equals market price	Nil	Nil	Nil	Nil
	(b) Exercise price is greater than market price	Nil	Nil	Nil	Nil
	(c) Exercise price is less than market price (In Rs.)	30.00	60.00	50.00	30.00
	b. Weighted average fair value of options whose				
	(a) Exercise price equals market price	Nil	Nil	Nil	Nil
	(b) Exercise price is greater than market price	Nil	Nil	Nil	Nil
	(c) Exercise price is less than market price	34.96	68.41	52.09	30.66
N.	Method and Assumptions used to estimate the fair value of options granted during the year:				
	The fair value has been calculated using the Black - Scholes Option Pricing model. The assumptions used in the model are as follows:				
	Date of grant	21-May-09	19-May-10	01-Jun-11	30-May-12
	1. Risk Free Interest Rate	5.28%	6.01%	8.30%	8.20%
	2. Expected Life	2.22	2.22	2.18	2.18
	3. Expected Volatility	58.26%	60.19%	48.88%	41.08%
	4. Dividend Yield	0.88%	0.85%	0.82%	1.00%
	5. Price of the underlying share in market at the time of the option grant (Rs.)	59.75	116.45	92.10	55.80

*Since ceased to be in employment with the Company.

Report on Corporate Governance

Corporate Governance is about commitment to values and ethical business conduct. It extends to role of an organization towards its stakeholders in the form of corporate discipline, corporate fairness, integrity, transparency and accountability. An organization's growth and stability depends on co-operation from its stakeholders such as investors, customers, suppliers, employees, government etc. which can be secured through the assimilation of good governance practices. It is a continuous journey towards enhancing sustainable value creation and is an upward moving target. Good Corporate Governance practices take into account the diverse and varied interests of stakeholders and ensures that the management takes decisions in the best interest of the Company and the society.

Tenets of Company's Corporate Governance Philosophy

Transport Corporation of India Limited (TCI) strongly believes in retaining and enhancing stakeholders' trust which is indispensable for sustained corporate growth. Maximizing the shareholder value while safeguarding and promoting the interests of other stakeholders and maintaining a resolute commitment to ethics and code of conduct forms the nucleus of the Company's Corporate Governance philosophy. For the Company, adherence to Corporate Governance stems not only from the letter of law but also from our inherent belief in doing fair business in the right way.

Corporate Governance Philosophy at TCI

In today's era, every Business Entity has an objective of doing the business with an undefined time period. This vision entails how important is the role of business environment and its constituents towards the business. It is this where the philosophy of Corporate Governance comes into picture. The constituent of Corporate Governance practices lays strong foundation on which successful commercial enterprises are built to last. These practices are categorized through principle based standards and not just through a framework enforced by regulation. It develops through adoption of ethical practices in all of its dealings with a wide group of stakeholders encompassing regulators, employees, shareholders, customers and vendors. The Company has strong leadership and effective Corporate Governance practices which is the Company's hallmark. Promising to the stakeholders, the Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a truly global leader in logistics services while upholding the core values of excellence, integrity, responsibility, unity and understanding, fundamental principals of TCI.

By combining our ethical values with business acumen, the Company aims to retain its position as one of the largest and most respected logistics service providers of the country. The Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across its various footholds in the country.

TCI has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. Both these codes are available on the Company's website.

The Company is in consistent compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchanges with regard to Corporate Governance.

Board of Directors

Your Company believes that a dynamic, vigorous, well informed and Independent Board is necessary to ensure highest standards of Corporate Governance.

The Board periodically reviews compliance reports of all laws applicable to TCI, as prepared by the Company as well as steps taken to rectify instances of non-compliances, if and where these exist. In addition to the above, the minutes of the Board meetings of subsidiary companies and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are also placed before the Board.

Composition of Board of Directors

Your Company has a Balanced Board of Executive and Non Executive Directors comprising of Ten Directors of which Seven (i.e. 70%) are Non Executive Directors and Three (i.e. 30%) are Executive Directors. The Composition of Board of Directors of your Company is in conformity with Clause 49 of Listing Agreements. The Board composition as on 31st March 2013 is tabulated as under:

Name	Category	No. of Directorship in Companies (Including TCI)		##Committee Positions Held	
		Public	Private	Member	Chairman
Non- Executive Directors					
Mr. S. M. Datta (Chairman)	Independent Non Executive Director	14	2	4	3
Mr. S. N. Agarwal	Non Executive Director	5	11	2	1
Mr. O. Swaminatha Reddy	Independent Non Executive Director	8	5	1	5
Mr. K. S. Mehta	Independent Non Executive Director	3	1	1	1
Mr. R. V. Raghavan*	Independent Non Executive Director	-	-	-	-
Mr. Ashish Bharat Ram	Independent Non Executive Director	12 [#]	6	2	1
Mr. M.P. Sarawagi	Non Executive Director	4	5	Nil	Nil
Mrs. Urmila Agarwal**	Non Executive Director	1	Nil	Nil	Nil
Executive Directors					
Mr. D. P. Agarwal (VC & MD)	Executive Promoter Director	5	Nil	2	Nil
Mr. Vineet Agarwal (Jt. MD)	Executive Promoter Director	4	3	5	Nil
Mr. Chander Agarwal	Executive Promoter Director	17 [#]	Nil	1	Nil

[#] Includes foreign companies

^{##} includes only Audit Committee and Shareholders' Grievance Committees of Public Limited companies.

* Mr. R. V. Raghavan ceased to be director w.e.f. July 26, 2012.

** Mrs. Urmila Agarwal appointed as additional director w.e.f. November 01, 2012

Note: None of the directors is a member of the Board of more than fifteen public limited companies or member of more than ten Committees or Chairman of more than five Committees (Committees being, Audit Committee & Shareholders'/Investors' Grievance Committee) .

Board Meetings, Board Committee Meetings and Procedures

The board meets at least once in a quarter with a gap of not more than four months between any two meetings. However, additional meetings are held, whenever necessary. During the period under review, the Board of TCI met four times, as tabulated hereunder:

Sl. No.	Date	Board Strength	No. of Directors Present
1.	30th May, 2012	10	08
2.	26th July, 2012	09	06
3.	01st November, 2012	09	07
4.	29th January, 2013	10	09

Attendance of Directors at Board Meetings & Last Annual General Meeting

Name of the Director	#Board Meetings attended in FY 2012-13	Attendance at last AGM held on 26th July, 2012
Mr. S. M. Datta	4	Yes
Mr. S. N. Agarwal	1	Yes
Mr. O. Swaminatha Reddy	4	Yes
Mr. K. S. Mehta	3	No
Mr. R. V. Raghavan*	-	NA
Mr. Ashish Bharat Ram	3	No
Mr. M. P. Sarawagi	2	Yes
Mrs. Urmila Agarwal**	1	NA
Mr. D. P. Agarwal	4	Yes
Mr. Vineet Agarwal	4	Yes
Mr. Chander Agarwal	4	Yes

[#] Attendance is expressed as number of meetings attended out of number eligible to attend.

* Mr. R. V. Raghavan ceased to be director w.e.f. July 26, 2012

** Mrs. Urmila Agarwal appointed as additional director w.e.f. November 01, 2012

Board Support

The Company Secretary of the Company attends all the meetings of the Board and advises /assures the Board on Compliance and Governance principles.

Information Supplied to the Board

The board has complete access to all information of the Company. The following information is provided to the board and the agenda papers for the meetings are circulated in advance of each meeting:

- Annual operating plans and budgets, capital budgets and updates
- Quarterly results of our business segments
- General notice of interest received from directors
- Information on recruitment and remuneration of senior officers just below the Board level
- Materially important litigations , show cause, demand, prosecution and penalty notices
- Any material relevant defaults in financial obligations to and by us
- Any issue that involves possible public or product liability claim of substantial nature
- Details of joint ventures, acquisition of companies or collaboration agreements
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- Any significant development on human resource aspect
- Sale of material nature, of investments, subsidiaries and assets, which are not in normal course of business
- Details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement
- Non compliance of any regulatory, statutory or listing requirement as well as shareholders services, if any.
- Detail of Business Risks being faced by the Company and their mitigation plan.
- Details of Contingent liabilities.
- Such other information as may be deemed fit for placing before the Board, for their consideration & approval.

Code of Business Conduct and Ethics

In conformity with the Clause 49 of Listing Agreement, the company has adopted a Code of Conduct for the Board and the Senior Management of the Company. The Board and Senior Management Personnel annually affirm the compliance of such Code of Conduct. The Code of Conduct and Ethics is a comprehensive code applicable to all Directors and management personnel. The Code, while laying down in detail the standard of business conduct, ethics and governance, centers on the following theme:

“The Company’s Board of Directors and Managerial Personnel are responsible for and are committed to setting the standard of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and all other stakeholders and also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit.”

A Copy of the detailed code along with structure has been put on the Company’s website www.tcil.com.

The Code has been circulated to all the members of the Board and management personnel and the compliance of the same is confirmed by them annually.

A certificate of the Vice Chairman and Managing Director of the Company confirming compliance with the Listing Agreement regarding adherence to the Code of Conduct of the Company is attached herewith & forming part of Annual Report.

Committees of the Board

The Board has constituted the following Committees:

- I. Audit Committee
- II. Shareholders’/Investors’ Grievance Committee
- III. Compensation/Remuneration Committee
- IV. Share Transfer Committee
- V. Finance Committee

The terms of reference of the Committees are reviewed and modified by the Board from time to time. Meetings of each Committee are convened by the respective Committee Chairman. The Company Secretary of the company prepares the agenda and explanatory notes, in consultation with the respective Committee Chairman and circulates the same in advance to all the members. The Company has an effective post meeting follow up, review and reporting process for the decisions taken by the Committees. Further, the minutes of the previous meeting(s) are placed at the immediate succeeding meeting for review by the respective Committee.

The Chairperson of the Board in consultation with the Company Secretary and the Committee Chairperson and other members determines the frequency and duration of the Committee meetings.

The quorum for meetings is either two members or one-third of the members of the committee, whichever is higher.

I. Audit Committee

The Audit Committee is constituted in accordance with the provisions of Clause 49 of the Listing Agreement and the Companies Act, 1956. The officials responsible for the Finance function, Internal Control and representatives of Statutory Auditors are invitees to meetings of the Audit Committee. All the Members of Audit Committee are financially literate, including the Chairman of the committee who possesses knowledge and expertise in corporate finance, accounts and Company law.

The terms of reference of the Audit Committee includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reliability of financial and other management information and adequacy of disclosures
- Recommending the appointment and removal of statutory auditors, discussion and review of periodic audit reports and discussions with internal/ external auditors about the scope of audit including the observations of the auditors.
- Reviewing with the management the financial statements before submission to the Board, focusing primarily on:
 - Matters required to be included in the directors' responsibility statement to be included in the board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - Any changes in accounting policies and practices
 - Review of the Company's financial and risk management policies
 - Major accounting entries based on exercise of judgment by management
 - Qualification in draft audit report
 - Significant adjustment arising out of audit
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with Stock Exchanges and legal requirements concerning financial statements
 - Review of Related party transactions;
- Reviewing the adequacy of the internal audit function , including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- Reviewing reports of internal audit and discussion with internal auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors and the executive management response on matters where there is suspected fraud or irregularity or failure of internal control system of a material nature and reporting the matter to the Board;
- Discussion with the company's Statutory Auditor, before the audit commences , on nature and scope of audit, as well after conclusion of the audit, to ascertain any areas of concern and review the comments contained in their management letter
- Reviewing the Company's financial and risk management policies;
- Considering such other matters as may be required by the Board
- Reviewing any other areas which may be specified as role of the Audit Committee under the Listing Agreement, Companies Act, 1956 and other statutes, as amended from time to time.

Composition Of Audit Committee

During the year, the Audit Committee comprised of four non-executive directors, including three independent directors, namely.

1. Mr. O. Swaminatha Reddy
2. Mr. S. M. Datta
3. Mr. K. S. Mehta; &
4. Mr. S. N. Agarwal

Attendance

During the year, four meeting of the Audit Committee were held as per the detail given below:

Name of the Member	No. of Meetings attended
Mr. O. Swaminatha Reddy- Chairman	4
Mr. S. M Datta	4
Mr. K. S. Mehta	3
Mr. S. N. Agarwal	1

II Shareholders'/Investors' Grievance Committee

The core function of the Committee is to oversee redressal of the shareholders'/investors' grievances and approves sub-division/ split/ transmission/transfer of shares, issue of duplicate share certificate etc. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992.

Composition

During the year, the Shareholders/Investors Grievance Committee comprised of two non- executive directors and one executive director, as given hereunder:

1. Mr. K. S. Mehta
2. Mr. S. N. Agarwal
3. Mr. Vineet Agarwal

Compliance Officer

Ms. Archana Pandey, Asst. Company secretary acts as Compliance Officer of the Company for complying with the requirement of the Listing agreement with the Stock exchanges.

Attendance

During the period under review, the Committee held four meetings, attendance pattern of which is given below:

Name of the Member	No. of Meetings attended
Mr. K. S. Mehta - Chairman	3
Mr. S. N. Agarwal	2
Mr. Vineet Agarwal	4

III. COMPENSATION/ REMUNERATION COMMITTEE

The Remuneration Committee as a committee of the Board of TCI has been constituted inter alia to determine and recommend to Board, the company's policies on compensation packages for executive and non- executive directors.

The Committee comprises of four members, as given below:

Name of the Member	Position
Mr. S. M. Datta	Chairman
Mr. O. Swaminatha Reddy	Member
Mr. Ashish Bharat Ram	Member
Mr. M. P. Sarawagi	Member

Terms of Reference:

- Review of the remuneration of Managing/Executive Directors;
- Recommending remuneration to the Board by way of salary, perquisites, including periodic revision, performance award, commission etc. payable to Executive Directors;
- Grant of new options to eligible employees under the Employee Stock Option Scheme-2006 (ESOS-2006).
- Such other matters as may be delegated by Board to it, from time to time.

Compensation /Remuneration Policy

- The Company pays remuneration by way of salary, perquisites and allowances and commission to its Executive Directors based on the recommendations of the Remuneration Committee within the limits prescribed under the Companies Act, 1956 and as approved by the shareholders. The performance based commission paid to the Executive Directors is based on qualitative and quantitative assessment of Company's performance.
- The Non-executive Directors are entitled to sitting fee of Rs. 20,000 & Rs. 10,000 per meeting for attending Board and Committee meetings respectively, the Committees being Audit Committee & Shareholders'/ Investors' Grievance Committee. In addition, the Non-executive Directors are paid commission within the limits prescribed under the Companies Act, 1956, as determined by the Board based, inter-alia, on the Company's performance and as approved by the shareholders. The Company also reimburses out-of pocket expenses incurred by the Directors for attending the meetings.
- With the view of attracting and retaining high calibre talent in the organisation, the remuneration policy of TCI keeps on varying as per the market trends and takes into account the competitive circumstances of each business so as to attract & retain quality talent and leverage performance significantly.

Remuneration of Directors

Details of remuneration of Executive/ Non-Executive Directors for the financial year ended 31st March, 2013 is given hereunder:

Name of Director	Salary (Rs.)	Sitting Fees (Rs.)	Commission (Rs.)
Mr. S M Datta	-	125,000	500,000
Mr. S N Agarwal	-	-	-
Mr. O. Swaminatha Reddy	-	125,000	500,000
Mr. K S Mehta	-	115,000	500,000
Mr. R V Raghavan*	-	-	-
Mr. Ashish Bharat Ram	-	55,000	500,000
Mr. M.P. Sarawagi	-	-	-
Mrs. Urmila Agarwal**	-	-	-
Mr. D P Agarwal, VC&MD	29,773,197	-	3,500,000
Mr. Vineet Agarwal, Jt. Managing Director	26,899,868	-	1,750,000
Mr. Chander Agarwal, Executive Director	20,507,203	-	1,750,000

* Mr. R. V. Raghavan ceased to be director w.e.f. July 26, 2012.

** Mrs. Urmila Agarwal appointed as additional director w.e.f. November 01, 2012

- The Company has no financial association or dealings with its Non-Executive Directors other than payment of sitting fees and/or disbursement of commission to them. The Company is paying fees to a firm of legal consultants of which a Non-Executive Director is a proprietor / partner.
- Mr. S. N. Agarwal did not accept any sitting fees while Mr. M. P. Sarawagi has elected not to take any sitting fee/ commission voluntarily.
- Except Mr. S. N. Agarwal and Mr. M. P. Sarawagi who hold 930 and 10,930 equity shares respectively, through their relative(s), no other non executive director holds any share of the Company as on 31st March, 2013.

(IV) Share Transfer Committee

The Share Transfer Committee looks after the matters related to share transfers in physical and demat form, issuance of duplicate share certificates, change of address etc.

The Share Transfer Committee comprises of two executive directors and a non- executive director, detailed hereunder:-

Name of the Member	Position
Mr. D. P. Agarwal	Chairman
Mr. Vineet Agarwal	Member
Mr. M. P. Sarawagi	Member

IV Finance Committee:

The Board of Transport Corporation of India Limited has constituted a Finance Committee to deal with some matters of utmost important, whenever, due to some unavoidable circumstances; holding of a Board Meeting is not possible.

The Finance Committee deals with following matters:-

- To take on record the un-audited quarterly results for the Company for the 1st & 3rd quarter.
- To consider and approve proposals from Banks/Financial Institutions for availing financial assistance for the Company – for both Term loan & working capital within the permissible limits.
- Any other issue as may be delegated by the Board.

As on 31st March 2013, the committee comprised of two Executive Directors and three Non Executive Directors, as mentioned in the table below:

Name of the Member	Position
Mr. S. N. Agarwal	Chairman
Mr. O. Swaminatha Reddy	Member
Mr. K. S. Mehta	Member
Mr. D. P. Agarwal	Member
Mr. Vineet Agarwal	Member

Disclosures

a. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature with related parties that may have potential conflict with the interest of the Company at large

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosure of transactions with the related parties set out in the Schedule 25 of Standalone Financials & Schedule 28 of the Consolidated Financials forming part of the Annual Report.

All related party transactions are negotiated on arm length basis and are intended to further the interest of the Company.

b. Details of non-compliance by the Company, penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any other statutory authority or any other matter related to capital markets, during the last three years

As on 31st March 2013, there has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

c. Risk Management Policy

The Company has formulated a Risk Management Policy that informs the Board about the risk and related minimization procedures on quarterly basis. These procedures are evaluated by the Board from time to time.

d. Whistle Blower Policy

The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of HR Management any issue which is perceived to be in violation or in conflict with the fundamental business principals of the Company. The Company has provided a complete procedure to deal with such complaints. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the code of business principles and the Whistle Blower Policy of the Company is reported to the Committee of Executive Directors and is subject to review of the Audit Committee.

Modes of Communication

- I. **Quarterly Results:** Quarterly Results are published in leading newspapers having nationwide circulation and are also displayed on the website of the Company.
- II. **News Release, Presentations etc.:** Official news releases, detailed presentations made to media, analysts etc. are displayed on the Company's website.
- III. **Website:** the Company's website www.tcil.com contains a separate dedicated "Investor Relations" section wherein shareholder information is available.
- IV. **Annual Report:** Annual Report containing, inter alia, Financial Statements, Directors Report, Auditors Report and other important information is circulated to the members and other entitled thereto. The same is displayed on the Company's website.
- V. **Chairman's Communiqué:** Printed copy of the Chairman's speech is distributed to all the shareholders at the Annual General meetings.
- VI. **Reminders to investors:** Reminders for unpaid dividend/unpaid interest are sent to the shareholders as per records upon relevant intervals during the year.
- VII. **Designated Exclusive E-Mail-ID:** The Company has designated the following E-Mail IDs for investor servicing:
 - a. secretarial@tcil.com
 - b. investors@tcil.com

General Shareholder Information

Company Registration Details

The Company is registered in the State of Andhra Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L70109AP1995PLC019116.

General Body Meetings

Details of last three Annual General Meetings & the summary of Special Resolutions passed therein:

Year	Date	Time	Venue	Special Resolution
Annual General Meetings				
2011-12	26th July, 2012	11.00 a.m.	Surana Udyog Hall, The Federation of Andhra Pradesh, Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004	None
2010-11	28th July, 2011	11.30 a.m	-do-	Payment of commission to the Non-Executive Directors of the Company, for a period of five years commencing from 1st April, 2011 and authorizing the Board to determine the amount upto 0.50% of Net Profits of the Company
2009-10	21st July, 2010	11.00 a.m.	-do-	None
Extraordinary General Meetings				
2010-11	10th July, 2010	10.00 a.m.	Surana Udyog Hall, The Federation of Andhra Pradesh, Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004	Approval of the proposed scheme of arrangement with or without modifications between M/s Transport Corporation of India Ltd., M/s TCI Developers Ltd. & their respective Shareholders & Creditors

Annual General Meeting 2013

The 18th Annual General meeting of the Company is scheduled to be held on 25th July, 2013, as detailed hereunder:

Date	25th July, 2013
Day	Thursday
Time	11:00 A.M.
Venue	Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004
Book Closure Dates	From Saturday, the 20th July, 2013 to Thursday, the 25th July 2013
Dividend Payment Date	On or after 25th July, 2013

Calendar of the Financial Year

The Meeting of the Board of Directors for approval of quarterly financial results for the Financial Year ended 31st March, 2013 were held on the following dates:-

Particulars	Date
First Quarter Results	26th July, 2012
Second Quarter Results	01st November, 2012
Third Quarter Results	29th January, 2013
Fourth Quarter & Annual Results	15th May, 2013

The tentative dates of Meeting of Board of Directors for consideration of Financial Results for the year ending on 31st March, 2014 is proposed as hereunder:

Particulars	Date
First Quarter Results	25th July, 2013
Second Quarter Results	26th October, 2013
Third Quarter Results	28th January, 2014
Fourth Quarter & Annual Results	14th May, 2014

Unclaimed Dividends

Pursuant to the provision of Section 205A & Section 205C under the provisions of Companies Act, 1956, any amount of dividend which is lying unclaimed for a period of 7 years, statutorily get transferred to "Investor Education and Protection Fund" (IEPF), administered by the Central Government and thereafter cannot be claimed by the investors. To ensure maximum disbursement of unclaimed dividend, the Company sends reminders to the concerned investors, before transfer of dividend to IEPF.

The Company has transferred the unpaid dividends upto Final Dividend 2004-05 to the IEPF. The unclaimed Final Dividend of 2005-06 is due for transfer in October, 2013. In view of this, the Members of the Company, who have not yet encashed their dividend warrant(s), may write to the Company immediately.

Due dates for Transfer of Unclaimed Dividend to IEPF

Year	Nature of Dividend	Date of Declaration	Due Date for transfer to IEPF
2005-06	Final	23rd Oct, 2006	27th Nov, 2013
2006-07	Interim	09th Feb, 2007	16th Mar, 2014
2006-07	Final	25th Jul, 2007	29th Aug, 2014
2007-08	Interim	24th Jan, 2008	28th Feb, 2015
2007-08	Final	29th Jul, 2008	2nd Sep, 2015
2008-09	Final	22nd Jul, 2009	26th Aug, 2016
2009-10	Interim	22nd Jan, 2010	26th Feb, 2017
2009-10	Final	21st Jul, 2010	25th Aug, 2017
2010-11	Interim	20th Jan, 2011	24th Feb, 2018
2010-11	Final	28th Jul, 2011	01st Sep, 2018
2011-12	Interim	02nd Feb, 2012	09th Mar, 2019
2011-12	Final	26th Jul, 2012	30th Aug, 2019
2012-13	Interim	29th Jan, 2013	05th Mar, 2020

Shareholding Pattern As On 31st March 2013

	Category	Shareholding as on 31st March, 2013
A	PROMOTER'S HOLDING	
1	Indian Promoters	50,450,643
2	Person acting in Concert	
	Sub Total (A)	50,450,643
B	NON-PROMOTERS HOLDING	
3	Institutional Investors	
A	Mutual Funds	35,191
B	Banks, Fin Institutions, Ins Cos.	21,130
C	Foreign Institutional Investors	5,140,485
	Sub Total	5,196,806
4	Others	
A	Corporate Bodies	2,370,577
B	Indian Public	10,180,796
C	NRIs	1,288,508
D	OCBs	2,030,965
E	Clearing Members	5,274
F	HUF	1,302,431
	Sub Total	17,178,551
	Sub Total (B)	22,375,357
	Grand Total (A+B)	72,826,000

Category-Wise Shareholding

Category	Name	Shareholding as on 31st March, 2013
Mutual Fund	Religare Trustee Company Limited- a/c Religare contra fund	34,691
	BOI Mutual Funds	500
	Total	35,191
FIs	FID Funds (Mauritius) Ltd.	4,595,028
	JF India Smaller Companies Fund	365,310
	Premier Investment Fund Ltd	58,000
	JP Morgan India Fund	44,496
	Emerging Markets Core Equity Portfolio	20,596
	Emerging Markets Targeted Value Fund	18,004
	Dimensional Emerging Markets Value Fund	12,401
	SBM India Fund	10,708
	QIC Limited	10,422
	IRIS India fund (Mauritius) Ltd.	2,510
	Baring International Investment Management	2,175
	Tiger Management Corp.	670
	ST Helens Nominees India (P) Ltd.	165
	Total	5,140,485
Private Corporate Bodies	Padmawati Properties & Trust Ltd.	550,000
	Tasha Travels P.Ltd.	236,114
	K.B Capital Market Pvt Ltd	169,175
	Mindset Technologies P. Ltd.	55,000
	Ayan Fintrade Private Ltd.	50,000
	H. J. securities Pvt. Ltd	55,990
	VNS Risk Management Services Pvt. Ltd	29,700
	Jayaswal Holdings Pvt. Ltd.	23,450
	Religare Finvest Ltd	21,330
	Followel Engineering Ltd	20,794
	Raghu Trading & Investment Co. Pvt. Ltd.	15,120
	Neha Stock Broking Services Pvt. Ltd	13,570
	The Omniscient Securities Pvt. Ltd.	6,978
	Emkay Global Financial Service Ltd.	4,000
	Bonanza Portfolio Ltd.	2,928
	Angel Broking Ltd	1,554
	BMA Wealth Creators Pvt. Ltd	1,016
	Religare Securities Ltd	862
	Megha Capital & Finance (India) Ltd	901
	KB capital Market Pvt. Ltd	340
	Total	1,258,822
	Others	58,656,350
	Total	59,915,172

Postal Ballot

During the Financial Year under review, there was no resolution passed through Postal Ballot system.

Listing Details

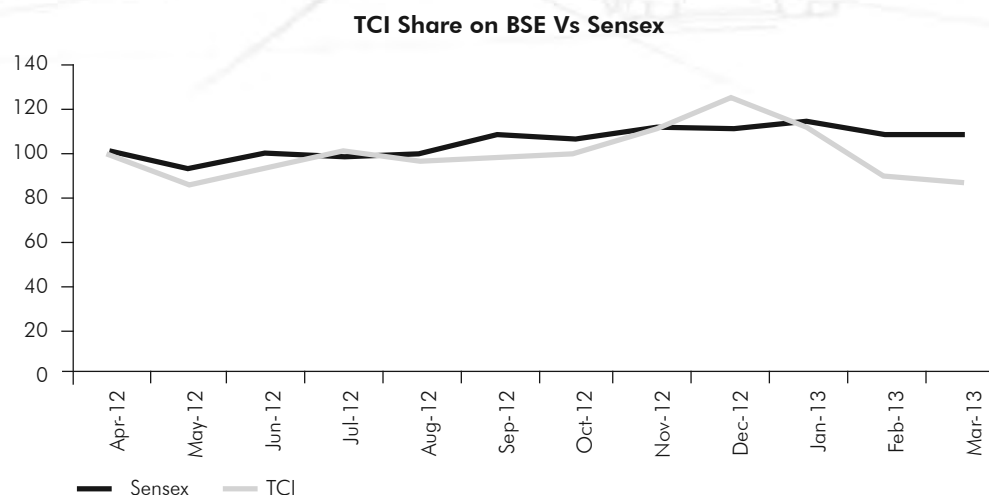
The listing details of the Company are given as under:

Listing of Equity Shares at	The National Stock Exchange of India Limited (NSE) & The Bombay Stock Exchange Limited
Stock Code	NSE- TCI & BSE- 532349
ISIN No.	INE688A01022

*Listing Fees as applicable have been paid for the financial year 2013-14.

Stock Market Data

The stock performance of TCI scrip during the financial year vis a vis BSE is plotted under:



Share Price Data

The monthly high and low prices and volumes of shares of the Company at Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31st March, 2013 are as under:

Month	Bombay Stock Exchange			National Stock Exchange		
	High	Low	Volume (No. of Shares)	High	Low	Volume (No. of Shares)
Mar-13	62.25	53.85	58,138	56.90	55.00	1,754
Feb-13	72.00	56.05	38,374	60.90	55.15	7,598
Jan-13	83.80	68.25	78,607	71.90	69.15	3,261
Dec-12	89.70	69.45	209,878	81.80	77.40	22,451
Nov-12	74.40	62.00	101,146	72.95	70.25	11,367
Oct-12	68.00	61.95	67,770	64.90	61.40	4,512
Sep-12	64.90	58.20	67,728	62.85	58.10	30,826
Aug-12	68.30	60.00	51,814	64.90	62.40	10,881
Jul-12	68.35	58.00	63,421	64.50	62.60	4,772
Jun-12	62.45	53.15	33,671	60.00	57.00	11,070
May-12	64.50	52.55	38,567	56.00	53.65	2,049
Apr-12	64.75	57.25	47,459	64.40	60.25	18,894

Note: High and low are in rupees per traded share. Volume is the total monthly volume of trade (in numbers) in shares of the Company on the respective Stock Exchange.

Registrar and Transfer Agents

M/s Abhipra Capital Limited,

Abhipra Complex, A-387, Dilkush Industrial Area,
G.T Karnal Road, Azadpur, Delhi- 110033
Tel: 011- 42390909/42390725, Fax: 011- 42390830
E-Mail : rta@abhipra.com

Compliance Certificate of the Auditor

Certificate from the Auditors of the Company M/s R S Agarwala & Co, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is attached to the Corporate Governance Report forming part of the Annual Report.

CEO / CFO Certification

The Vice Chairman and Managing Director and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in term of Clause 49. The same is attached hereto & forming part of this report.

Address for Correspondence:

All Shareholders' correspondence should be forwarded to M/s Abhipra Capital Limited, the Registrar and Transfer Agents of the Company or to the Secretarial Department at the Corporate Office of the Company at the addresses mentioned below:

M/s Abhipra Capital Ltd. Ground Floor, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi- 110033 Tel: 95-11- 4239-0708, 4239-0725, 4239-0909 Fax. 95-11- 2721-5530 E-mail: rta@abhipra.com	The Company Secretary Transport Corporation of India Ltd. Corporate Office, TCI House, 69, Institutional Area Sector- 32, Gurgaon-122207 Tel. 0124- 238-1603-07 Fax. 0124- 238-1611 E-mail: ak.bansal@tcil.com, secretarial@tcil.com Website: www.tcil.com
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For & on behalf of the Board

Place : Gurgaon
Date : May 15, 2013

S M Datta
Chairman

Annexure to Report on Corporate Governance

Declaration by the CEO Under Clause 49 of the Listing Agreement Regarding Adherence to the Code of Conduct

I hereby declare that that all the members of the Board of Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company in terms of clause 49(1)(D)(ii) of the Listing Agreement.

For Transport Corporation of India Limited

Place : Gurgaon
Date : May 15, 2013

D. P. Agarwal
Vice Chairman & Managing Director

Auditors' Certificate on Corporate Governance

We have examined the compliance of conditions of Corporate Governance by Transport Corporation of India Ltd. during the year ended 31st March 2013, in accordance with the provisions of Clause 49 of the Listing Agreements executed by the Company with Stock Exchanges where equity shares of the Company are listed.

The compliance of conditions of Corporate Governance is the responsibility of the Company. Our examination has been limited to the procedures adopted by the Company and implementation thereof for ensuring proper compliance of the conditions of Corporate Governance. Our examination may not be construed as an audit or an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

We state such compliance of conditions of Corporate Governance is not an assurance on the future viability of the Company or the efficiency or effectiveness with which the affairs of the Company have been conducted.

Place : Gurgaon
Date : May 15, 2013

For R.S. Agarwala & Co.
Chartered Accountants

R.S. Agarwala
Partner
Membership No. F-5534

Independent Auditors' Report on Abridged Accounts

To the Members of Transport Corporation of India Ltd.

We have examined the attached abridged Balance Sheet of Transport Corporation of India Ltd as at 31st March, 2013 and the abridged profit & Loss account and also the cash flow statement for the year ended on that date annexed thereto, together with the accounting policies and notes thereon. These abridged financial statements have been prepared by the Company pursuant to Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 and are based on the audited accounts of the Company for the year ended 31st March 2013 prepared in accordance with the provisions of Section 211 of the Companies Act, 1956 and covered by our report of even date to the members of the Company, which is attached hereto.

For **R S Agarwala & Co.**
Chartered Accountants
Firm's Regn. No. 304045E

R S Agarwala
Partner
Membership No. F-5534

Camp: Gurgaon
Date: May 15, 2013

Independent Auditors' Report

To the Members of Transport Corporation of India Ltd.

Report on the Financial Statements

We have audited the accompanying financial statements of Transport Corporation of India Ltd. ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information in which are incorporated the audited accounts of the TCI Seaways division and the branches in Nepal as audited by other auditors.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
- a.) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b.) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c.) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d.) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 211 (3C) of the Act, and
 - e.) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of section 274 (1) (g) of the Act.

For **R S Agarwala & Co.**
Chartered Accountants
Firm's Regn. No. 304045E

R S Agarwala

Partner

Membership No. F-5534

Camp: Gurgaon
Date: May 15, 2013

Annexure to Independent Auditors' Report

Referred to in paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date.

1. The Company has maintained records showing full particulars including quantitative details and situation of fixed assets. We are informed that a test physical verification of these assets was carried out by the management during the year and no material discrepancies were noticed.
2. Physical verification was conducted by the management in respect of inventories at reasonable intervals. The Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification. The procedures followed by the management for such physical verification are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
3. (a) The Company has during the year granted unsecured loans to one subsidiary company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was Rs. 98.28 lacs and the year end balance Rs. 72.38 lacs. There are no stipulations as to the dates for repayment of the loan.
(b) The Company has taken unsecured loans of Rs. 110 Lacs during the year from one company covered in the register maintained under Section 301 of the Act.
(c) In our opinion, the rate of interest and other terms and conditions of the above loans are not prima facie prejudicial to the interest of the Company.
4. There is an adequate internal control system commensurate with the size and nature of the Company's business for the purchase of inventories, fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system, nor we have been informed of any such instance.
5. (a) To the best of our knowledge and belief and according to the information and explanations given to us, the particulars of contracts or arrangements that need to be entered into the register in pursuance of Section 301 of the Act, have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register in pursuance of Section 301 of the Act, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has complied with the provisions of Sections 58A, 58AA and other relevant provisions of the Companies Act, 1956 and the rules framed thereunder with regard to deposits accepted from the public.
7. The Company has appointed a firm of Chartered Accountants at the TCI Seaways Division to do the internal audit regularly. At other places the in-house internal audit department of the company conducted internal audit. The internal audit system is being constantly reviewed and strengthened to commensurate with the size and nature of Company's business.

8. We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Act in respect of Electricity generation. We are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such records.
9. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income-tax, Excise Duty, trade tax, Stamp Duty, employees' State Insurance and Labour Laws as at March 31, 2013 which have not been deposited on account of a dispute and adjusted with the refunds due to the extent of Rs. 840 lacs, are as under:

Nature of Dues	Amount (Rs. in lacs)	Forum where pending
Income Tax	1171	Commissioner (Appeals)
Income Tax	291	Income Tax Appellate Tribunal
Trade Tax	190	High Court
Consumer Protection Act	64	Supreme Court
Labour laws	44	Civil Court
Stamp Duty	40	Chief Controlling Revenue Authority Employees'
State Insurance	29	Supreme Court
Excise Duty	17	Central Excise & Service Tax Appellate Tribunal

10. The Company has no accumulated losses as at March 31, 2013 and has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or banks or debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments. The investments in shares, securities, debentures etc. are held by the Company in its own name.
15. In our opinion, and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions, are not prima facie prejudicial to the interest of the Company.
16. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, funds raised on short-term basis have not been used for long-term investment.
18. The Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Act.
19. There are no debentures outstanding at the year end.
20. The Company has not raised any money by public issues during the year.
21. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by management.

For **R S Agarwala & Co.**
Chartered Accountants
Firm's Regn. No. 304045E

R S Agarwala
Partner

Membership No. F-5534

Abridged Balance Sheet as at 31st March 2013

Statement containing salient features of Balance Sheet as per Section 219(1)(b)(iv) of the Companies Act, 1956

	31st March 2013 Rupees	31st March 2012 Rupees
EQUITY AND LIABILITIES		
Shareholders' Funds		
Equity Share Capital	145,652,000	145,430,380
Reserves and Surplus		
Capital Reserve	19,400,000	19,400,000
Revenue Reserve	2,937,700,000	2,527,700,000
Tonnage Tax Reserve	147,800,000	132,800,000
Revaluation Reserve	144,359,397	144,397,373
Securities Premium Account	536,926,683	527,628,034
Share Options Outstanding Account	21,650,249	20,759,220
Surplus in Profit and Loss Account	95,514,432	86,038,252
	4,049,002,761	3,604,153,259
Non-Current Liabilities		
Long-Term Borrowings	580,567,938	741,690,504
Deferred Tax Liabilities (net)	313,920,000	317,420,000
Other Long-Term Liabilities	-	239,689
	894,487,938	1,059,350,193
Current Liabilities		
Short-Term Borrowings	2,323,031,505	2,094,948,581
Trade Payables	705,323,125	660,187,479
Other Current Liabilities	521,756,768	474,917,665
Short-Term Provisions	351,201,891	208,880,361
	3,901,313,289	3,438,934,086
TOTAL	8,844,803,988	8,102,437,538
ASSETS		
Non-Current Assets		
Fixed Assets		
Tangible Assets	3,840,519,650	3,631,272,788
Intangible Assets	73,815,114	95,135,975
Capital Work-in-Progress	29,725,856	73,990,595
Non-Current Investments	332,285,116	306,244,241
Long-Term Loans and Advances	243,884,973	116,376,793
Other Non-Current Assets	7,436,683	5,820,415
	4,527,667,392	4,228,840,807
Current Assets		
Inventories	21,478,714	19,636,836
Trade Receivables	3,562,143,162	3,073,561,387
Cash and Bank Balances	164,836,519	129,621,131
Short-Term Loans and Advances	564,147,804	642,814,711
Other Current Assets	4,530,397	7,962,666
	4,317,136,596	3,873,596,731
TOTAL	8,844,803,988	8,102,437,538

THE NOTES FORM AN INTEGRAL PART OF ABRIDGED FINANCIAL STATEMENTS

Compiled from the Audited Accounts of the Company referred to in our Report dated 15th May 2013

In terms of our Report of even date

For and on behalf of the Board

for **R S AGARWALA & Co.** **S. M. Datta**
Chartered Accountants
Firm Regn. No. 304045E
Chairman

O. Swaminatha Reddy **K. S. Mehta**
Director
Director

D. P. Agarwal
Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
Camp: Gurgaon
Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
Place: Gurgaon
Date: May 15, 2013

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Abridged Profit and Loss for the year ended 31st March 2013

Statement containing salient features of Profit and Loss Account as per
Section 219(1)(b)(iv) of the Companies Act, 1956

	31st March 2013 Rupees	31st March 2012 Rupees
REVENUE		
Revenue from Operations	19,512,348,817	18,279,703,569
Other Income	53,984,140	43,296,565
TOTAL REVENUE	19,566,332,957	18,323,000,134
EXPENSES		
Operating Expenses	15,803,417,688	14,738,265,398
Employee Benefits Expenses	1,066,290,404	970,227,213
Other Expenses	1,193,781,980	1,125,820,869
Finance Cost	321,744,090	332,838,449
Depreciation and Amortization (Net)	420,781,094	378,658,742
TOTAL EXPENSES	18,806,015,256	17,545,810,671
Profit Before Tax and Exceptional Items	760,317,701	777,189,463
Exceptional Items	3,745,277	40,000,000
Profit Before Tax	756,572,424	737,189,463
Tax Expenses		
Current Tax	232,395,000	212,000,000
Deferred Tax	(3,500,000)	8,222,000
Taxes for earlier years	8,224,694	(1,460,615)
Profit for the year	519,452,730	518,428,078
Earning Per Equity of Rs 2 Each Share		
Basic	7.13	7.13
Diluted	7.11	7.10

THE NOTES FORM AN INTEGRAL PART OF ABRIDGED FINANCIAL STATEMENTS

Compiled from the Audited Accounts of the Company referred to in our Report dated 15th May 2013

In terms of our Report of even date

for **R S AGARWALA & Co.** **S. M. Datta**
Chartered Accountants
Firm Regn. No. 304045E

R. S. Agarwala
Partner
Membership No. F-5534
Camp: Gurgaon
Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
Place: Gurgaon
Date: May 15, 2013

For and on behalf of the Board

O. Swaminatha Reddy **K. S. Mehta**
Director
Director

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

D. P. Agarwal
Vice Chairman &
Managing Director

Ashish Tiwari
Group Head
Accounts & Taxation

Abridged Cash Flow Statement for the year ended 31st March 2013

	31st March 2013 Rupees in Lacs	31st March 2012 Rupees in Lacs
A CASH FLOW FROM OPERATING ACTIVITIES	10,171.93	11,594.65
B CASH FLOW FROM INVESTING ACTIVITIES	(6,881.88)	(9,408.09)
C CASH FLOW FROM FINANCING ACTIVITIES	(2,937.90)	(1,873.96)
NET INCREASE(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	352.15	312.60
CASH & CASH EQUIVALENT AS ON 31.03.2012	1,296.21	983.61
CASH & CASH EQUIVALENT AS ON 31.03.2013	1,648.36	1,296.21

In terms of our Report of even date

For and on behalf of the Board

for **R S AGARWALA & Co.**
Chartered Accountants
Firm Regn. No. 304045E

S. M. Datta
Chairman

O. Swaminatha Reddy
Director

K. S. Mehta
Director

D. P. Agarwal
Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
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Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
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Date: May 15, 2013

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Accounting Policies to the Abridged Financial Statement

1. Recognition of Income and Expenditure

- (a) Income and expenditure are recognized on accrual basis in accordance with the applicable accounting standards and provision is made for all known losses and liabilities.
- (b) Freight income is accounted when goods are delivered by the company to customers, except in case of the Seaways Division where freight income is accounted when the ship sails out of the port.
- (c) Freight expenses are accounted when hired vehicles deliver goods to the Company at destination.
- (d) Having regard to the size of operations and the nature and complexities of the Company's business, freight received/paid in advance is accounted as income/expense on payment.
- (e) Year-end liability in respect of claims for loss and damages is provided as calculated by claims recovery agents except in case of the Seaways Division where such liability is provided as calculated by the Company's claim department.

2. Gratuity and Leave Encashment

A provision for gratuity and leave encashment liability to employees is made on the basis of actuarial valuation. Gratuity liability is paid to the approved Gratuity Fund.

3. Depreciation

Depreciation is provided on straight-line method at rates specified in schedule XIV to the Companies Act, 1956 except for pallets and bins included under plant and machinery, the cost whereof are amortized over a period of five years from the date of purchase. Depreciation on additions/ deductions is calculated pro-rata from / to the month of addition / deduction. Individual assets whose actual cost does not exceed Rs. 5,000, except pallets and bins, are fully depreciated in the year of purchase.

4. Fixed Assets

- (a) Fixed Assets are stated at cost and/or at revaluation
- (b) Depreciation on the amount added to Fixed Assets on revaluation is adjusted by transfer of equivalent amount from capital reserve created on revaluation of fixed assets to Profit and Loss Account

5. Investment

- (a) Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.
- (b) Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

6. Inventories

Inventories are valued of lower of cost and net realisable value

7. Foreign Exchange Transactions:

(a) Initial recognition

All transactions in foreign currency are recorded at the rate of exchange prevailing on the dates when the relevant transactions take place.

(b) Measurement of foreign currency monetary items at the balance sheet date

Monetary items in foreign currency at the year end are converted in Indian Currency at the year end rates. In terms of the amendments to Accounting Standard 11 on The Effects of Changes in Foreign Exchange Rates, exchange differences relating to long-term monetary items are dealt with in the following manner:

- (i) Exchange differences relating to long-term monetary items, arising during the year, in so far as they relate to the acquisition of a depreciable capital asset are added to/ deducted from the cost of the asset and depreciated over the balance life of the asset.
- (ii) In other cases such differences are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance life of the long-term monetary item.

(c) Treatment of exchange differences

Any income or expense on account of exchange difference either on settlement or translation is recognised in the profit and loss account

- (d) In respect of Forward Exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract.

8. Taxation

Provision for tax is made for both current and deferred taxes. Provision for current income tax is made on the current tax rates based on assessable income. Provision for current income tax on income from shipping activities is made on the basis of deemed tonnage income of the Company.

The company, except for its Seaways division, provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the accounts and in estimating its current tax provision. The effect on deferred taxes of a change in tax rate is recognized in the year in which the change is effected.

9. Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account.

Notes to the Abridged Financial Statements

1. Explanation to abridged financial statement

- (i) Assets and liabilities include balances which are both current and non-current in nature
- (ii) The previous year figures have been re-grouped/re-classified wherever necessary to conform to current presentation
- (iii) Managerial remuneration excludes perquisite value of company's car and shares allotted under employee stock option

Particulars	31st March 2013 Rupees	31st March 2012 Rupees
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2. Information on non-current quoted investments

Aggregate book value of quoted non current Investments	13,083,496	13,083,496
Aggregate market value of quoted non current Investments	25,053,372	21,346,721

3. Details on sales and services rendered

Freight, Demurrage and Miscellaneous Charges	18,470,072,660	17,308,680,661
Sales	74,295,507	72,877,906
Logistics and Other Services	964,538,021	885,574,514
Clearing and Forwarding Services	3,442,629	12,570,488
	19,512,348,817	18,279,703,569

4. Contingent liabilities and commitments

Particulars	31st March 2013 Rupees in Million	31st March 2012 Rupees in Million
(a) Contingent liabilities not provided in respect of following		
Trade Tax/ Octroi/ Duty/ ESI and other demands under dispute	38.33	42.24
Guarantees and Counter Guarantees Outstanding	254.13	221.85
Income Tax demands under dispute	146.10	447.01
(b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances	116.88	99.27

5. Exceptional Item (note 11 (i), (ii) & (iii) of annual standalone financial statements)

- (i) Anne Sofie Scan Aps , the joint venture company , was liquidated and final payment on liquidation has been received during the year . The loss on this account has been adjusted against the provision of Rs 100 lacs, made in the year 2011-12 and excess provision of Rs 32.54 Lacs written back as an exception item.
- (ii) The company has made investment in share capital and loans and advances to its overseas wholly owned subsidiaries namely TCI Global (Shanghai) Co. Ltd, TCI Express Pte. Ltd and Transport Co of India (Mauritius) Ltd of Rs 3.70 crores . The net worth of these subsidiaries has substantially eroded because of losses incurred from year-to-year. A provision of Rs 3 crores was made during the year 2011-12 and a further provision of 70 lacs made in these accounts as an exceptional item for diminution in value of investment and possible losses that may arise in respect of loans and advances. The aggregate provision of Rs 3.70 Crores is considered adequate by the management at this stage
- (iii) The company has made investment in share capital of its wholly owned subsidiary TCI Global Holdings (Mauritius) Ltd of Rs 19.80 crore (including 4.66 crore made during the year). The net worth of the subsidiary has substantially eroded because of losses incurred from year-to-year. Because of the strategic nature of the investment, improved performance during the year and considering that the subsidiary is proposed to be merged with the parent shortly during the year 2013-14 , the management does not consider it necessary to make provision for diminution in the value of investment.

6. Important Ratios

(i) Sales to Total Assets Ratio	2.21	2.26
(ii) Operating profit/ Average capital employed(%)	20.67	22.34
(iii) Return on average network (%)	14.11	16.03

7. Related Party Disclosures

I. List of Related Parties:					
	i. Key Management Personnel: Mr. D.P. Agarwal Mr. Chander Agarwal	Mr. Vineet Agarwal			
	ii. Relatives of Key Management Personnel: Mrs. Priyanka Agarwal (Wife of Mr. Vineet Agarwal)				
	iii. Associates: TCI Global Logistics Ltd Bhoruka Finance Corporation of India Ltd TCI Industries Ltd Bhoruka International Pvt. Ltd TCI Properties (Guj) – Partnership firm TCI Properties (Delhi) – Partnership firm TCI Developers Ltd. TCI Properties (West) Ltd.	TCI Exim Pvt. Ltd. XPS Cargo Services Ltd TCI India Ltd TCI Warehousing (MH) – Partnership firm TCI Properties (South) – Partnership firm TCI Properties (NCR) – Partnership firm TCI Infrastructure Ltd.			
	iv. Subsidiaries/ Step Down Subsidiaries: PT TCI Global, Indonesia TCI Global (Thailand) Co. Ltd., Thailand TCI Global Pte Ltd., Singapore TCI Global (Shanghai) Co. Ltd., China TCI Holdings Asia Pacific Pte. Ltd., Singapore TCI Global Netherlands B.V., Netherlands TCI Global Holdings (Mauritius) Ltd., Mauritius TCI Properties (Pune) Ltd. TCI Holding SA & E Pte. Ltd.Singapore TC Distribution Centres Ltd.	TCI Global (HKG) Ltd., Hong Kong TCI Global Logistik Gmbh, Germany Transport Co of India (Mauritius) Ltd., Mauritius TCI Express Pte. Ltd., Singapore TCI Global (Malaysia) Sdn Bhd, Malaysia TCI Global Brazil Logistica Ltd, Brazil TCI Holdings Netherlands B.V., Netherlands Infinite Logistics Solutions Pvt. Ltd. TCI Apex PAL Hospitality India Pvt Ltd			
	v. Joint ventures: Transystem Logistics International Pvt. Ltd				
Transystem Logistics International Private Ltd.					
Aggregate amounts related to 49% interest of TCI in Transystem:					
Assets as on 31.03.2013		719.15	Income for the year ended 31.03.2013	1631.05	
Liabilities as on 31.03.2013		589.28	Expenses for the year ended 31.03.2013	1418.80	
II. Transactions with Related Parties:					
Nature of Transaction		Nature of Relation		Amount(Rupees) 31st March 2013	Amount(Rupees) 31st March 2012
Transactions during the year:					
Income:					
Freight Income	Associates		–		30,839
	Joint Ventures		454,018,273		425,432,849
	Subsidiaries/ Step-down subsidiaries		8,225,250		1,201,408
Logistics Services	Joint Ventures		50,082,768		40,383,880
	Associates		21,471		–
Interest Received	Joint Venture		–		259,521
	Associates		–		161,315
	Subsidiaries/ Step-down subsidiaries		103,998		–

II. Transactions with Related Parties:				
	Nature of Transaction	Nature of Relation	Amount(Rupees) 31st March 2013	Amount(Rupees) 31st March 2012
	Transactions during the year:			
	Expenditure:			
	Freight Expenses			
		Joint Venture	9,024,417	18,260,513
		Subsidiaries/ Step-down subsidiaries	124,907,607	38,716,273
	Fuel Purchases	Associates	46,538,385	38,716,273
	Vehicle Maintenance	Joint Ventures	6,082,689	5,097,275
	Rent Paid	Associates	46,325,550	37,973,267
		Key Management Personnel	750,000	784,600
		Relatives of Key Management Personnel	768,600	600,000
	Interest Paid	Associates	31,300	150,607
	Remuneration and Commission	Key Management Personnel	84,180,268	83,292,327
	Finance & Investment:			
	Investments Made	Subsidiaries	51,734,801	60,993,400
	Loans Given	Subsidiaries/ Step-down subsidiaries	1,445,260	10,559,934
		Associates	–	8,000,000
	Refund of Loans Given	Joint Ventures	–	9,079,560
		Associates	–	8,000,000
		Subsidiaries/ Step-down subsidiaries	2,589,611	19,059,924
	Loans Taken	Associates	–	5,500,000
		Associates	11,000,000	–
	Refund of Loans Taken	Associates	–	5,500,000
		Associates	11,000,000	–
	Advances/ Deposits Given	Associates	515,455	3,955,452
	Advances/ Deposits Taken	Key Management Personnel	–	2,000,000
	Refund of Advances/ Deposits Taken	Associates	2,000,000	–
		Key Management Personnel	–	101,966
	Investments Sale	Joint Venture	28,693,926	–
		Subsidiary and Step-down Subsidiary	–	5,451,688
III. Balances as at the year end				
	Assets:			
	Investments Made			
		Associates	67,637,000	67,637,000
		Joint Ventures	39,200,000	67,893,926
		Subsidiaries	250,364,620	198,629,819
	Loans & Advances Given	Subsidiaries/ Step-down Subsidiaries	7,238,531	8,382,882
	Trade Receivables	Joint Ventures	68,248,582	30,911,019
		Subsidiaries/ Step-down subsidiaries	–	1,766,465
		Associates	–	86,221
	Advances/ Deposits Given	Associates	20,505,197	22,202,980
		Joint Ventures	–	1,216,689
		Key Management Personnel	640,500	640,500
		Relatives of Key Management Personnel	240,000	240,000
	Liabilities:			
	Trade Payables			
		Associates	24,277	–
		Joint Ventures	2,311,269	2,882,057
		Subsidiaries/ Step-down subsidiaries	5,657,660	3,537,702
	Advances/ Deposits Taken	Joint Ventures	570,000	–
		Key Management Personnel	627,501	642,880

In terms of our Report of even date

for **R S AGARWALA & Co.** **S. M. Datta**
Chartered Accountants Chairman
Firm Regn. No. 304045E

For and on behalf of the Board

O. Swaminatha Reddy **K. S. Mehta**
Director Director

D. P. Agarwal
Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
Camp: Gurgaon
Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
Place: Gurgaon
Date: May 15, 2013

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Statement Pursuant to Section 212 of the Companies act, 1956, Relating to Subsidiary Companies

Sr. No.	Name of the Subsidiary Company	Financial Year of the subsidiary company ended on	Interest of the Company in the subsidiary companies at the end of their respective financial years		Net aggregate of Profit/ (Loss) of the subsidiary company so far as it concerns the members of TCI Limited which are	
			Shareholding (No. of shares)	Extent of Holding (%)	Dealt with in the accounts of the Company amounted to (Rupees in million)	Not dealt with in the accounts of the Company amounted to (Rupees in million)
					For Subsidiary's Financial Year ended on 31st March, 2013	For Previous Financial Years of the subsidiary since it became subsidiary of TCI
1	TCI Global Holdings (Mauritius) Ltd.	31st March 2013	413,940 Shares of US\$ 10 each	100%	Nil	(0.98)
2	TCI Global (Shanghai) Co. Ltd.	31st March 2013	Equivalent to Yuan 5,032,958	100%	Nil	(1.16)
3	TCI Express Pte. Ltd.	31st March 2013	38002 Shares of SG \$ 1 Each	100%	Nil	(0.20)
4	Transport Co of India (Mauritius) Ltd.	31st March 2013	36,000 Shares of Mauritius Rupees 10 each	100%	Nil	(0.15)
5	PT. TCI Global	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	(1.49)
6	TCI Global Logistik GmbH	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	0.45
7	TCI Global (HKG) Ltd.	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	20.03
8	TCI Global (Thailand) Co. Ltd.	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	(2.47)
9	TCI Global Pte (Singapore) Ltd.	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	4.91
10	TCI Global Netherlands B. V.	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	(0.33)
11	TCI Holdings Asia Pacific Pte. Ltd.	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	(0.08)
12	TCI Global (Malaysia) Sdn Bhd	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	(0.52)
13	TCI Global Brazil Logistica Ltda	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	11.98
14	TCI Holdings Netherlands B.V.	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	7.87
15	TCI Holdings SA & E PTE LTD	31st March 2013	Nil (Step Down Subsidiary)	100%	Nil	(0.16)
16	TCI Properties (Pune) Ltd.	31st March 2013	50,000 Shares of Rs 10 each	100%	Nil	0.00
17	Infinite Logistics Solutions Pvt. Ltd.	31st March 2013	1,530,000 Shares of Rs 10 each	51%	Nil	0.49

Statement regarding subsidiary companies in terms of section 212(1) & (B) of the Companies Act, 1956 Financial year ended 31st March 2013

Rupees in Million

Sl. No	Name of the Subsidiary/ Step Down Subsidiary	Paid-up Capital	Reserves	Total Assets	Other Liabilities	Investm- ents (a)	Turnover	Profit/ (Loss) before tax	Provision for Tax	Profit/ (Loss) after tax	Proposed dividend	Currency	Exchange rate as on 31st March 2013
1	TCI Global Holdings (Mauritius) Ltd.	225.02	(3.55)	222.02	0.55	Nil	-	(0.98)	Nil	(0.98)	Nil	US\$	54.36
2	TCI Global (Shanghai) Co. Ltd.	42.08	(35.20)	21.20	14.32	Nil	-	(1.16)	Nil	(1.16)	Nil	Yuan	8.36
3	TCI Express Pre. Ltd.	1.66	(1.72)	0.74	0.79	Nil	0.002	(0.20)	Nil	(0.20)	Nil	SG\$	43.81
4	Transport Co of India (Mauritius) Ltd.	0.60	(0.77)	0.057	0.22	Nil	-	(0.15)	Nil	(0.15)	Nil	MUR	1.68
5	PT. TCI Global	27.26	(9.16)	55.28	37.18	Nil	48.75	(1.49)	Nil	(1.49)	Nil	Rupiah	0.0056
6	TCI Global Logistik GmbH	1.74	(3.49)	0.85	2.60	Nil	0.00	0.45	Nil	0.45	Nil	Euro	69.66
7	TCI Global (HKG) Ltd.	17.15	(10.93)	9.056	2.83	Nil	21.80	20.03	Nil	20.03	Nil	HK\$	7.00
8	TCI Global (Thailand) Co. Ltd.	31.31	(32.85)	22.27	23.81	Nil	4.91	(2.47)	Nil	(2.47)	Nil	Baht	1.84
9	TCI Global Pre (Singapore) Ltd.	88.85	(29.70)	103.47	43.95	Nil	77.76	4.91	Nil	4.91	Nil	SG\$	43.81
10	TCI Global Netherlands B. V.	1.25	(1.09)	0.480	0.32	Nil	0.00	(0.33)	Nil	(0.33)	Nil	Euro	69.66
11	TCI Holdings Asia Pacific Pre. Ltd.	186.45	(3.62)	259.15	76.32	Nil	2.23	(0.08)	Nil	(0.08)	Nil	SG\$	43.81
12	TCI Global (Malaysia) Sdn Bhd	4.65	(5.38)	1.06	1.79	Nil	0.74	(0.52)	Nil	(0.52)	Nil	MYR	17.43
13	TCI Global Brazil Logistica Ltda	0.27	13.05	71.84	58.52	Nil	267.21	19.20	7.22	11.98	Nil	R\$	26.84
14	TCI Holdings Netherlands B.V.	21.97	5.46	33.90	6.47	Nil	-	7.87	Nil	7.87	Nil	Euro	69.66
15	TCI Holdings SA & E PTE LTD	24.50	(0.34)	24.25	0.10	Nil	-	(0.16)	Nil	(0.16)	Nil	SG\$	43.81
16	TCI Properties (Pune) Ltd.	0.50	(0.04)	0.47	0.01	Nil	-	-	-	-	Nil	INR	
17	Infinite Logistics Solutions Pvt. Ltd.	30.00	(7.23)	32.88	10.11	Nil	176.59	0.83	0.34	0.49	Nil	INR	

(a) Excluding investment in subsidiaries

(b) The annual accounts of subsidiaries and step down subsidiaries with related detailed information are available for inspection by the members at the registered/ corporate office of the company

Independent Auditors' Report on Abridged Consolidated Accounts To The Members of Transport Corporation of India Ltd.

We have examined the attached abridged Consolidated Balance Sheet of Transport Corporation of India Limited ('the Company'), its subsidiaries and its jointly controlled entities, collectively called 'the TCI Group' as at 31st March, 2013 and the abridged consolidated Profit & Loss account and Consolidated Cash Flow Statement for the year ended on that date annexed thereto, together with the accounting policies and notes thereon. These abridged consolidated financial statements have been prepared by the Company pursuant to Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 and are based on the audited Consolidated Financial Statements of the Company for the year ended 31st March 2013 prepared in accordance with the requirements of the Accounting Standard (AS) -21, Consolidated Financial Statements and Accounting Standard (AS)-23, Accounting for Investments in Associates in Consolidated Financial Statements, notified under the Companies (Accounting Standard) Rules, 2006 and covered by our report of even date to the Board of Directors of the company, which is attached hereto.

For **R S Agarwala & Co.**
Chartered Accountants
Firm's Regn. No. 304045E

Camp: Gurgaon
Date: May 15, 2013

R S Agarwala
Partner
Membership No. F-5534

Independent Auditors' Report on Consolidated Financial Statements To The Board of Directors of Transport Corporation Of India Limited.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Transport Corporation of India Ltd. ("the Company"), and subsidiaries, jointly controlled entities and an associate company, collectively called 'the TCI Group' (refer Note 27), which comprise the Consolidated Balance Sheet as at 31st March 2013, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including Accounting Standards referred to in section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements/consolidated financial statements of the subsidiaries and associate referred to below in the **"Other Matter"** paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2013;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements/ consolidated financial statements of subsidiaries, jointly controlled entities whose financial statements / consolidated financial statements reflect total assets (net) of Rs 7,086.73 Lacs as at 31st March 2013, total revenues of Rs 18,727.02 Lacs and net cash flows amounting to Rs. 1,408.60 Lacs for the year ended on that date and financial statements of an associate company in which the share of profit of the Group is Rs 0.23 Lacs These financial statements / consolidated financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements, is based solely on the reports of such other auditors.

We have relied on the unaudited financial statements of certain subsidiaries which reflect total assets (net) of Rs 3,008.10 Lacs, total revenue of Rs 799.90 Lacs and net cash flows amounting to Rs.(102.90) Lacs for the year ended 31st March 2013. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of these subsidiaries is based solely on such approved unaudited financial statements.

Our opinion is not qualified in respect of this matter.

For **R S Agarwala & Co.**
Chartered Accountants
Firm's Regn. No. 304045E

R S Agarwala
Partner
Membership No. F-5534

Camp: Gurgaon
Date: May 15, 2013

Abridged Consolidated Balance Sheet as at 31st March 2013**Statement containing salient features of Balance Sheet as per Section 219(1)(b)(iv) of the Companies Act, 1956**

	31st March 2013 Rupees	31st March 2012 Rupees
EQUITY AND LIABILITIES		
Shareholders' Funds		
Equity Share Capital	145,652,000	145,430,380
Reserves and Surplus		
Capital Reserve	28,632,196	32,234,092
Revenue Reserve	2,956,222,000	2,532,012,000
Retained Earning in Associates	(4,886)	
Tonnage Tax Reserve	147,800,000	132,800,000
Revaluation Reserve	144,359,397	144,397,373
Security Premium Account	536,926,683	527,628,034
Share Option Outstanding Account	21,650,249	20,759,220
Surplus in Profit and Loss Account	388,639,990	249,382,511
	4,369,877,629	3,782,643,610
Minority Interest	11,158,213	28,455,609
Non-Current Liabilities		
Long-Term Borrowings	673,524,697	839,270,604
Deferred Tax Liabilities (net)	314,769,397	317,284,958
Other Long-Term Liability	3,903,692	239,689
Long Term Provision	3,127,451	
	995,325,237	1,156,795,251
Current Liabilities		
Short-Term Borrowings	2,419,398,698	2,153,286,659
Trade Payables	877,614,332	873,469,866
Other Current Liabilities	561,340,583	514,394,558
Short-Term Provisions	415,718,000	227,470,701
	4,274,071,613	3,768,621,784
TOTAL	9,650,432,692	8,736,516,254
ASSETS		
Non-Current Assets		
Fixed Assets		
Tangible Assets	4,098,608,164	4,062,874,684
Intangible Assets	75,225,738	96,009,883
Capital Work-in-Progress	50,838,650	78,216,198
Goodwill on Consolidation	2,176,935	3,244,669
Non-Current Investments	79,715,611	16,587,976
Long-Term Loans and Advances	237,030,278	108,559,321
Other Non-Current Assets	7,436,683	5,820,415
	4,551,032,059	4,371,313,146
Current Assets		
Inventories	21,478,714	19,636,836
Trade Receivables	3,951,096,399	3,364,499,303
Cash and Bank Balances	459,987,277	307,295,368
Short-Term Loans and Advances	662,265,022	664,937,352
Other Current Assets	4,573,221	8,834,249
	5,099,400,633	4,365,203,108
TOTAL	9,650,432,692	8,736,516,254

THE NOTES FORM AN INTEGRAL PART OF CONSOLIDATED ABRIDGED FINANCIAL STATEMENTS

Compiled from the Audited Accounts of the Company referred to in our Report dated 15th May 2013

In terms of our Report of even date
for **R S AGARWALA & Co.** **S. M. Datta**
Chartered Accountants Chairman
Firm Regn. No. 304045E

For and on behalf of the Board
O. Swaminatha Reddy **K. S. Mehta**
Director Director

D. P. Agarwal
Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
Camp: Gurgaon
Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
Place: Gurgaon
Date: May 15, 2013

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Abridged Consolidated Statement of Profit and Loss for the Year ended 31st March 2013

Statement containing salient features of
Profit and Loss Account as per Section 219(1)(b)(iv) of the Companies Act, 1956

	31st March 2013 Rupees	31st March 2012 Rupees
REVENUE		
Revenue from Operations	21,305,278,913	19,537,484,526
Other Income	73,403,328	56,684,107
TOTAL REVENUE	21,378,682,241	19,594,168,633
EXPENSES		
Cost of Goods Sold	-	2,576,138
Operating Expenses	17,184,289,504	15,683,208,890
Employee Benefits Expenses	1,120,866,331	1,015,335,943
Finance Cost	336,313,742	349,999,426
Depreciation and Amortization (Net)	463,986,227	415,684,898
Other Expenses	1,262,733,727	1,271,934,834
TOTAL EXPENSES	20,368,189,531	18,738,740,129
Profit Before Tax	1,010,492,710	855,428,504
Tax Expenses		
Current Tax	309,370,068	258,934,058
Deferred Tax	(2,515,561)	4,973,156
Taxes for earlier years	8,299,237	(1,896,570)
Profit after Tax	695,338,966	593,417,860
Share of Profit in Associates	22,592	
Share of Profit / (Loss) Transferred to Minority Interest	240,236	(1,638,953)
Profit for the year	695,121,322	595,056,813
Earning Per Equity of Rs 2 Each Share		
Basic	9.55	8.19
Diluted	9.51	8.15

THE NOTES FORM AN INTEGRAL PART OF CONSOLIDATED ABRIDGED FINANCIAL STATEMENTS

Compiled from the Audited Accounts of the Company referred to in our Report dated 15th May 2013

In terms of our Report of even date

For and on behalf of the Board

In terms of our Report of even date

For and on behalf of the Board

for **R S AGARWALA & Co.** **S. M. Datta**
Chartered Accountants Chairman
Firm Regn. No. 304045E

O. Swaminatha Reddy **K. S. Mehta**
Director Director

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Vice Chairman &
Managing Director

R. S. Agarwala
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Membership No. F-5534
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Joint Managing Director
Place: Gurgaon
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Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Abridged Consolidated Cash Flow Statement for the year ended 31st March 2013

	Rupees in Lacs 2012-13	Rupees in Lacs 2011-12
A CASH FLOW FROM OPERATING ACTIVITIES:	10,443.14	12,470.46
B CASH FLOW FROM INVESTING ACTIVITIES:	(6076.94)	(9668.52)
C CASH FLOW FROM FINANCING ACTIVITIES:	(2839.28)	(1554.39)
NET INCREASE(DECREASE) IN CASH & CASH EQUIVALENT(A+B+C)	1526.92	1247.55
CASH & CASH EQUIVALENT AS ON 31.03.2012	3,072.95	1,825.40
CASH & CASH EQUIVALENT AS ON 31.03.2013	4,599.87	3,072.95

In terms of our Report of even date

For and on behalf of the Board

for **R S AGARWALA & Co.**
Chartered Accountants
Firm Regn. No. 304045E

S. M. Datta
Chairman

O. Swaminatha Reddy
Director

K. S. Mehta
Director

D. P. Agarwal
Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
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Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

ACCOUNTING POLICIES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENT

1. Recognition of Income and Expenditure

- Income and expenditure generally are recognized on accrual basis in accordance with the applicable accounting standards and provision is made for all known losses and liabilities.
- Freight income is accounted when goods are delivered by the company to customers, except in case of the Seaways Division where freight income is accounted when the ship sails out of the port.
- Freight expenses are accounted when hired vehicles deliver goods to the Company at destination.
- Having regard to the size of operations and the nature and complexities of the Company's business, freight received/paid in advance is accounted as income/expense on payment.
- Year-end liability in respect of claims for loss and damages is provided as calculated by claims recovery agents except in case of the Seaways Division where such liability is provided as calculated by the Company's claim department.

2. Gratuity and Leave Encashment

A provision for gratuity and leave encashment liability to employees is made on the basis of actuarial valuation. Gratuity liability is paid to the approved Gratuity Fund.

3. Depreciation

Depreciation is provided on straight-line method at rates specified in schedule XIV to the Companies Act, 1956 except for pallets and bins included under plant and machinery, the cost whereof are amortized over a period of five years from the date of purchase. Depreciation on additions/ deductions is calculated pro-rata from/to the month of addition/deduction. Individual assets whose actual cost does not exceed Rs. 5,000, except pallets and bins, are fully depreciated in the year of purchase.

4. Fixed Assets

- Fixed Assets are stated at cost and/or at revaluation.
- Depreciation on the amount added to Fixed Assets on revaluation is adjusted by transfer of equivalent amount from capital reserve created on revaluation of fixed assets to Profit and Loss Account.

5. Investment

- "Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments."
- Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term

investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

6. Inventories

Inventories are valued of lower of cost and net realisable value.

7. Foreign Exchange Transactions:

(a) Initial recognition

All transactions in foreign currency are recorded at the rate of exchange prevailing on the dates when the relevant transactions take place.

(b) Measurement of foreign currency monetary items at the balance sheet date

Monetary items in foreign currency at the year end are converted in Indian Currency at the year end rates. In terms of the amendments to Accounting Standard 11 on The Effects of Changes in Foreign Exchange Rates, exchange differences relating to long-term monetary items are dealt with in the following manner:

- (i) Exchange differences relating to long-term monetary items, arising during the year, in so far as they relate to the acquisition of a depreciable capital asset are added to/ deducted from the cost of the asset and depreciated over the balance life of the asset.
- (ii) In other cases such differences are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance life of the long-term monetary item.

(c) Treatment of exchange differences

Any income or expense on account of exchange difference either on settlement or translation is recognised in the profit and loss account.

- (d) In respect of Forward Exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract.

8. Taxation

Provision for tax is made for both current and deferred taxes. Provision for current income tax is made on the current tax rates based on assessable income. Provision for current income tax on income from shipping activities is made on the basis of deemed tonnage income of the Company.

The company, except for its Seaways division, provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the accounts and in estimating its current tax provision. The effect on deferred taxes of a change in tax rate is recognized in the year in which the change is effected

9. Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account.

- 10. Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated portion of the companies. Recognizing this purpose, the Company has disclosed only such Notes from the individual financial statements, which fairly present the needed disclosure.

- 11. Significant Accounting Policies followed by Subsidiaries, Joint Ventures, to the extent, different and unique from parent.

(a) Transsystem Logistics International Private Limited

- (i) Depreciation on fixed assets is provided on straight-line method over their expected useful life at the rates given below and is different from the rates prescribed under schedule XIV of the Companies Act, 1956.

Category of assets	Tangible assets:	Rate applied%
Motor trucks and trailers (including accessories)		20.00 / 50.00/100.00
Plant and machinery		10.00
Furniture and fixtures		12.50
Office equipments		16.67
Computers		25.00
Motor cars and scooters		20.00
Intangible assets :		
Computers software		25.00

- (ii) Buildings on lease-hold land is amortized over the period of lease or useful life of the assets whichever is less

(b) PT. TCI Global

- (i) Basis of preparation
The financial statement is reported in conformity with generally accepted accounting principal in Indonesia.
- (ii) Fixed Assets

Fixed Assets are stated at cost less accumulated Depreciation, except for land. Depreciation on Fixed Assets other than land is calculated on straight- line method with estimated useful life as follows:

Office Supplies	25% p.a.
Office Equipments	25% p.a.

(iii) Deferred Tax

The company not doing deferred tax temporary differences between revenue and expenses for the purpose of commercial and tax.

(c) TCI Global (Shanghai) Co. Ltd

Depreciation method of fixed assets: The straight line method is used in computing the depreciation of fixed assets, and the depreciation rate is computed according to the original value of fixed assets and the deduction of residual value as per expected service life.

(d) TCI Global Pte. Ltd.

Depreciation is calculated on a straight-line method to write off the cost of the property, plant and equipment over their estimated useful lives at the following annual rates

Leasehold Property	60 Years
Office Equipment	5 Years
Computers	3 Years
Furniture & Fitting	5 Years
Renovation	5 Years

(e) Transport Co of India (Mauritius) Ltd.

The financial statements have been prepared on a historical basis except trade and other receivables at amortized costs.

(f) TCI Global (HKG) Ltd

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong, that include Hong Kong Financial Reporting Standards (HKFRSs) and the requirements of the Hong Kong Companies Ordinance.

(g) TCI Holdings SA & E Pte Ltd, Singapore

The financial statements have been prepared in accordance with accounting principles generally accepted in Singapore as required by Singapore Companies Act Chapter 50.

In terms of our Report of even date

for **R S AGARWALA & Co.** **S. M. Datta**
Chartered Accountants
Firm Regn. No. 304045E

For and on behalf of the Board

O. Swaminatha Reddy **K. S. Mehta** **D. P. Agarwal**
Director Director Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
Camp: Gurgaon
Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
Place: Gurgaon
Date: May 15, 2013

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Notes to the Abridged Consolidated Financial Statements

1. Explanation to abridged financial statement

- (i) Assets and liabilities include balances which are both current and non-current in nature
- (ii) The previous year figures have been re-grouped /re-classified wherever necessary to conform to current presentation
- (iii) Managerial remuneration excludes perquisite value of company's car and shares allotted under employee stock option

Particulars	31st March 2013 Rupees	31st March 2012 Rupees
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2. Information on non-current quoted investments

Aggregate book value of quoted non current Investments	13,083,496	13,083,496
Aggregate market value of quoted non current Investments	25,053,372	21,346,721

3. Details on sales and services rendered

Freight, Demurrage and Miscellaneous Charges	20,246,895,168	18,528,643,385
Sales	74,295,507	72,877,906
Logistics and Other Services	980,645,609	923,392,747
Clearing and Forwarding Services	3,442,629	12,570,488
	21,305,278,913	19,537,484,526

4. Contingent liabilities and commitments

Particulars	31st March 2013 Rupees in Million	31st March 2012 Rupees in Million
-------------	--------------------------------------	--------------------------------------

(a) Contingent liabilities not provided in respect of following		
Trade Tax/ Octroi/ Duty/ ESI and other demands under dispute	38.46	42.95
Guarantees and Counter Guarantees Outstanding	257.13	221.85
Income Tax demands under dispute	146.10	447.01
(b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for net of advance	417.86	102.27

5. Financial statements of subsidiaries viz. TCI Holdings SA& E PTE LTD., TCI Holdings Asia Pacific Pte. Ltd., TCI Global(Shanghai) Co. Ltd., TCI Global (Singapore) Pte. Ltd. and TCI Holdings Netherlands B. V. which reflect total net assets of Rs 300.81 million as at 31st March 2013, total revenue of Rs 79.99 million and profit of Rs 11.38 million for the year ended 31st March 2013 have not been audited.

6. Important Ratios

(i) Sales to Total Assets Ratio	2.21	2.24
(ii) Operating profit/ Average capital employed ratio (%)	23.32	23.18
(iii) Return on average networth (%)	16.45	17.65

7. Related Party Disclosure

I. List of Related Parties:					
	i.	Key Management Personnel: Mr. D.P. Agarwal Mr. Chander Agarwal	Mr. Vineet Agarwal		
	ii.	Relatives of Key Management Personnel: Mrs. Priyanka Agarwal (Wife of Mr. Vineet Agarwal)			
	iii.	Associates: TCI Global Logistics Ltd Bhoruka Finance Corporation of India Ltd TCI Industries Ltd Bhoruka International Pvt. Ltd TCI Properties (Gui) – Partnership firm TCI Properties (Delhi) – Partnership firm TCI Developers Ltd. TCI Properties (West) Ltd.	TCI Exim Pvt. Ltd. XPS Cargo Services Ltd TCI India Ltd TCI Warehousing (MH) – Partnership firm TCI Properties (South) – Partnership firm TCI Properties (NCR) – Partnership firm TCI Infrastructure Ltd.		
II. Transactions with Related Parties:					
	Nature of Transaction		Nature of Relation	Amount(Rupees) 31st March 2013	Amount(Rupees) 31st March 2012
	Transactions during the year:				
	Income:				
	Freight Income		Associates	21,471	30,839
	Interest Received		Associates	-	161,315
	Expenditure:				
	Fuel Purchases		Associates	47,661,985	50,439,205
	Clearing & Forwarding Services		Associates	-	
	Rent Paid		Associates	46,325,550	37,973,267
			Key Management Personnel	750,000	784,600
			Relatives of Key Management Personnel	768,600	600,000
	Interest Paid		Associates	-	150,607
	Remuneration and Commission		Key Management Personnel	84,180,268	83,292,327
	Finance & Investment:				
	Loans Given		Associates	-	8,000,000
	Refund of Loans Given		Associates	-	8,000,000
	Loans Taken		Associates	-	5,500,000
	Refund of Loans Taken		Associates	-	5,500,000
	Advances/ Deposits Given		Associates	515,455	3,955,452
	Advances/ Deposits Refund		Associates	2,000,000	-
	Advances/ Deposits Taken		Key Management Personnel	-	2,000,000
	Refund of Advances/ Deposits Taken		Key Management Personnel	-	101,966
III.	Balances as at the year end				
	Assets:				
	Investments Made		Associates	67,637,000	67,637,000
	Trade Receivables		Associates	-	86,221
	Advances/ Deposits Given		Associates	20,505,197	22,202,980
	Liabilities:				
	Trade Payables		Associates	736,596	148,433
Advances/ Deposits Taken		Key Management Personnel	627,501	642,880	

In terms of our Report of even date

R S AGARWALA & Co. **S. M. Datta**
Chartered Accountants Chairman
Firm Regn. No. 304045E

For and on behalf of the Board

O. Swaminatha Reddy **K. S. Mehta**
Director Director

D. P. Agarwal
Vice Chairman &
Managing Director

R. S. Agarwala
Partner
Membership No. F-5534
Camp: Gurgaon
Date: May 15, 2013

Vineet Agarwal
Joint Managing Director
Place: Gurgaon
Date: May 15, 2013

Chander Agarwal
Executive Director

A. K. Bansal
Group CFO &
Company Secretary

Ashish Tiwari
Group Head
Accounts & Taxation

Notice of Annual General Meeting

NOTICE is hereby given that the 18th Annual General Meeting of the Company will be held on **Thursday, the 25th July, 2013 at 11:00 A.M.** at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit & Loss A/c for the financial year ended 31st March 2013, the Balance Sheet as at that date and the Reports of the Directors & Auditors thereon.
2. To declare Final Dividend on Equity shares, if any.
3. To appoint a Director in place of Mr. K. S. Mehta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. O. Swaminatha Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. M. P. Sarawagi, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To consider and appoint M/s R. S. Agarwala & Co., Chartered Accountants, Kolkata, the Statutory Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration. M/s R. S. Agarwala & Co., Chartered Accountants are the retiring auditors and being eligible offers themselves for re appointment.

SPECIAL BUSINESS:

7. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"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."

8. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"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 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."

9. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Mrs. Urmila Agarwal, who was appointed as an additional director of the Company by the Board of Directors with effect from November 01, 2012 to hold office upto the date of next Annual General Meeting and in respect of whom the Company has received a letter in writing under Section 257 proposing her candidature for the office of director, be and is hereby appointed as Director of the Company, who will be liable to retire by rotation.

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."

10. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"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.

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."

11. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"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. Vineet Agarwal be and is hereby re-appointed as Jt. 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."

BY Order of the Board
For **Transport Corporation of India Ltd**

A. K. Bansal
Group CFO & Company Secretary

Place : Gurgaon
Date : May 15, 2013

NOTES:

1. **Proxy:** A MEMBER ENTITLED TO ATTEND AND VOTE IS AUTHORIZED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be valid and effective, must be delivered at the Registered Office of the company not later than forty-eight hours before the commencement of the meeting.
2. **Explanatory Statement:** The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business at Items 7, 8, 9, 10 and 11 as set out above, to be transacted at the Meeting is annexed hereto.
3. **Authorized Representatives:** Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing them in this behalf.
4. **Re-appointment of Directors:** As per the provisions of Section 256 of the Companies Act, 1956, Mr. K. S. Mehta, Mr. O. Swaminatha Reddy and Mr. M. P. Sarawagi, Directors of the Company, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends their re-appointment. Brief bio data of the directors proposed to be re-appointed, their experience, nature of their expertise, their directorships & Chairmanships in other companies etc have been provided in the Directors' Report forming part of the Annual Report.
5. **Closure of Books:** The Share Transfer Books and the Register of Members shall remain closed from Saturday, the 20th July, 2013 to Thursday, the 25th July, 2013 for determining the shareholders entitlement for dividend for the year ended 31st March 2013. The dividend shall be paid on or after 25th July 2013. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
6. **Change of the name of the Company:** The name of the Company had been changed from TCI Industries Ltd. to Transport Corporation of India Ltd. vide fresh Certificate of Incorporation dated 29/01/99, issued by the Registrar of Companies, Andhra Pradesh, Hyderabad.
7. **NRI Shareholders:** The Non-Resident Indian shareholders are requested to inform the company immediately about:
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of NRO bank Account in India, if not furnished earlier.
8. **Details of Shareholders:** Members are requested to intimate under the signature of the sole/first Joint Holder about the Bank Account Number, Type of Account, Saving (SB) or Current (CA), name and address of the bank, in which they intend to deposit the Dividend Warrants, so that the same can be printed on Dividend Warrants in future, to avoid the incidence of fraudulent encashment of the instrument.
9. **ECS facility to Shareholders:** ECS facility is presently available at certain specified locations by RBI. To avoid the risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment, shareholders are requested to avail of ECS facility – where dividends are directly credited in electronic form to their respective bank accounts. This also ensures faster credit of dividend.
10. **Shareholders Correspondence:** The members are requested to address all their communications to M/s Abhipra Capital Ltd., Ground Floor, Abhipra Complex, Dilkush Industrial Area, A-387, G.T. Karnal Road, Azadpur New Delhi-110033, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.
11. **Exchange of old Share Certificates:** The members who have still not exchanged their old share certificates, are requested to surrender the same (issued by the then Transport Corporation of India Ltd. - Now known as TCI Industries Ltd., the transferor Company under the Scheme of Arrangement) along with set of four signature cards to M/s. TCI Industries Ltd., Mukesh Mills Compound, N.A. Sawant Marg, Colaba, Mumbai-400005, as several times requested by the said Company and subsequent reminders from our Company as well to obtain their new share certificates of four Companies including this Company.
12. **Listing with Stock Exchanges:** The shares of the Company are at present listed with Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The listing fees in respect of the year 2013-14 have since been paid to both NSE and BSE.
13. **Unclaimed Dividend:** The unclaimed dividend for the Financial Year 2005-06 will be transferred to the "Investor Education and Protection Fund" on expiry of 7 years from the date the dividend became due for payment, pursuant to Section 205A read with 205C of the Companies Act, 1956. It may be noted that after the expiry of the said period of Seven years on 27th November, 2013, no claim shall lie in respect of unclaimed dividend. Members who have not encashed their Dividend Warrants for the said financial year and any of subsequent years are requested to send the same for revalidation to the company's Corporate Office at Gurgaon (Haryana).
14. **Nomination:** Pursuant to Section 109A of the Companies Act, 1956 individual shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole / all joint shareholders.

EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 7

M/s. K. B. Chitracar & Co., Chartered Accountants, Kathmandu, are the Branch Auditors of the Company for auditing the accounts of all the branches of the Company situated in Royal Kingdom of Nepal. Their present term as Branch Auditor shall expire on the conclusion of this Annual General Meeting. Therefore, it is proposed to re-appoint them for the financial year 2013-14. They have also expressed their willingness to be re-appointed as Branch Auditors for the financial year 2013-14.

Your Directors recommend the appointment of M/s. K.B. Chitracar & Co., Chartered Accountants, as Branch Auditors for the financial year 2013-14 and request the shareholders to pass the resolution as Ordinary Resolution.

None of the directors is interested or concerned in the resolution.

ITEM NO. 8

M/s. R. S. Agarwala & Co., Chartered Accountants, Bangalore are the Branch Auditors for TCI Seaways Division of the Company for conducting the audit of the division. Pursuant to the provisions of Companies Act, 1956, their present term shall expire on the conclusion of this Annual General Meeting and therefore, the Board recommend their re-appointment for the Financial Year 2013-14. M/s R. S. Agarwala & Co. have also expressed their willingness for such re-appointment.

The shareholders are requested to pass the resolution as Ordinary Resolution.

None of the directors is interested or concerned in the resolution.

ITEM NO. 9

Mrs. Urmila Agarwal was appointed as an Additional Director on the Board of the Company on 01st November, 2012 by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956, she holds office as Director only upto the date of the ensuing Annual General Meeting.

Pursuant to requirements of Section 257 of the Companies Act, 1956, a notice has been received from a member signifying his intention to propose appointment of Mrs. Urmila Agarwal as the Director of the Company.

With over two decades of expertise and knowledge about the garment manufacturing sector, Mrs. Urmila Agarwal is the brain behind the success of TCI Exim Pvt. Ltd.. Today, TCI EXIM is amongst the upcoming Garment manufacturing companies in India. The company has a vast supply network in Europe. A humanitarian and social work patron, Mrs. Agarwal has actively been working to increase awareness about social concerns. She has also significantly contributed her efforts and time towards causes like prevention of HIV/AIDS, women and child development and family welfare. Her compassion for social causes has been evident in the district of Churu (Rajasthan) where she is closely associated with development programmes like education, healthcare and water and sanitation, arts & culture in the district.

The Board of directors recommends this resolution for approval of the members, as Ordinary Resolution.

Except Mr. D. P. Agarwal, Mr. Vineet Agarwal, Mr. Chander Agarwal, Mr. S. N. Agarwal being related to Mrs. Urmila Agarwal & Mrs. Urmila Agarwal herself, None of the directors is interested or concerned in this resolution.

ITEM NO. 10 & 11

The Board of Directors of the Company, in their meeting held on 23rd May 2008 had appointed Mr. D. P. Agarwal as Vice Chairman & Managing Director & Mr. Vineet Agarwal as Jt. Managing Director of the Company for a term of five years and the shareholders of the Company, in their Annual General Meeting held on 29th July, 2008 had approved the same. Keeping in view his admirable performance over the years, Mr. Vineet Agarwal was further re-designated as Joint Managing Director by the Board in its meeting held on 28th July, 2011. The said term is expiring on 31st July, 2013 & 30th June, 2013 respectively.

The Remuneration Committee & the Board of Directors in their meetings held on 15th May, 2013 have approved their re-appointment alongwith remuneration payable to them and recommended the same for Shareholders' approval in the ensuing Annual General Meeting by way of passing the requisite resolutions.

Present remuneration details of Mr. D. P. Agarwal & Mr Vineet Agarwal are as under:

Particulars	Mr. D. P. Agarwal	Mr. Vineet Agarwal
a) Present monthly Salary-with liberty to the Board or any Committee thereof in its absolute discretion to fix remuneration within the range specified	@14 lacs in the range of Rs. 8 lacs to Rs. 15 lacs	@12 lacs in the range of Rs. 6 lacs to Rs. 12 lacs
b) Commission	2% of net profit	1% of net profit

A Brief profile of Mr. D. P. Agarwal & Mr. Vineet Agarwal

Mr. D. P. Agarwal is the Vice-Chairman and Managing Director of TCI. He has been associated with the industry for more than 48 years. He has been contributing in developing the unorganized logistics sector into an organized one. Mr. Agarwal holds the Directorships of Bhoruka Power Corporation and Jai Bharat Maruti Ltd. amongst others. Mr. Agarwal is also associated with various Chambers of Commerce including CII, FICCI & PHDCCI. He also takes active participation in many social and philanthropic activities for the common good.

Mr. Vineet Agarwal is the Joint Managing Director of TCI. He joined the Company in January 1996 and has held various finance and management roles within the Company. In addition to these responsibilities, Mr. Agarwal is Director with Transcorp

International & Chairman in Transystem Logistics International and has led the Company into high growth segments like Third Party Logistics besides implementing high initiatives in information technology across pan India branch networks.

Considering the expertise, knowledge of the Industry & business and services provided by Mr. D. P. Agarwal & Mr. Vineet Agarwal, it is proposed to re appoint them as Vice Chairman & Managing Director & Jt. Managing Director respectively for a further term of five years on the following terms and conditions:

Particulars	Mr. D. P. Agarwal	Mr. Vineet Agarwal
a) Monthly Salary-with liberty to the Board or any Committee thereof in its absolute discretion to fix remuneration within the range specified	@ Rs.16 lacs in the range of Rs. 15 lacs to Rs. 25 lacs	@ Rs. 13.5 lacs in the range of Rs. 12 lacs to Rs. 20 lacs
b) Commission	2% of net profit	1% of net profit

Besides above, Mr. D. P. Agarwal & Mr. Vineet Agarwal shall also be eligible for the following perquisites, allowances and benefits including:

a. Perquisites and allowances:

- Housing: Furnished/unfurnished residential accommodation or house rent allowance at 50% of salary in lieu thereof. Expenses incurred on gas, electricity including back up generator, water and furnishings shall be valued as per Income Tax Rules, 1962.
- Medical reimbursement/allowance: Reimbursement of actual expenses for self and family and/or allowances will be paid as per the rules of the Company.
- Leave travel concession/allowance: For self and family once in a year, in accordance with the rules of the Company.
- Club fees: Fees payable subject to a maximum of two clubs.
- Personal accident insurance: As per the rules of the Company.
- Provision of driver /Allowance for driver's salary: As per the rules of the Company.
- Company Car and telephone: Expenses in relation to use of Company Car and telephone for official purposes.
- Any other expenses incurred/reimbursed not specifically included herein above.

b. Other benefits;

- Earned/privilege leave: As per the rules of the Company.
- Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
- Gratuity; as per the rules of the Company.
- Encashment of leave: As per the rules of the Company.

The aggregate of the salary, commission, perquisites & allowances, and other benefits taken together in respect of payment to Mr. D. P. Agarwal & Mr. Vineet Agarwal shall always be subject to the overall ceilings laid down in Sections 198 and 309 of the Companies Act, 1956 or as approved by Central Government, if approval of Central Government is required and obtained.

c) Minimum remuneration:

Where in any financial year, during the currency of tenure of Mr. D. P. Agarwal and Mr. Vineet Agarwal the Company incurs a loss or its profits are inadequate, the Company may pay them remuneration by way of salary, commission, perquisites & allowances etc. not exceeding the limits as specified under section II in part II of Schedule XIII to the Companies Act, 1956, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

d) Termination: The Agreement may be terminated by either party by giving six months notice, in writing, of such termination. If, at any time, Mr. D. P. Agarwal and/or Mr. Vineet Agarwal ceases to be director of the Company for any cause whatsoever, the agreement shall forthwith be terminated.

e) Duties: Mr. D. P. Agarwal and Mr. Vineet Agarwal shall perform such duties as may from time to time be entrusted to them, subject to the superintendence and control of the Board of Directors.

Except Mr. S. N. Agarwal, Mr. Chander Agarwal & Mrs. Urmila Agarwal being related to Mr. D. P. Agarwal & Mr. Vineet Agarwal; and Mr. D. P. Agarwal & Mr. Vineet Agarwal themselves, no other director is interested/ concerned in this resolution.

The Board of Directors of your Company recommends these resolutions for your approval as Ordinary Resolutions.

This may also be treated as an abstract of the terms and conditions/ variations of the appointment / remuneration of Mr. D. P. Agarwal & Mr. Vineet Agarwal pursuant to Section 302 of the Companies Act, 1956. The relevant documents regarding this matter are available for inspection up to the date of the Annual General Meeting at the Regd. Office of the Company on any working day between 11.00 a.m. to 1.00 p.m.

BY Order of the Board
For **Transport Corporation of India Ltd**

A. K. Bansal

Group CFO & Company Secretary

Place : Gurgaon
Date : May 15, 2013



Transport Corporation of India Limited

Registered Office: Flat Nos.306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003

PROXY FORM

DP ID*		Master Folio No	
Client ID*		No. of Shares held	

I/We _____ of _____ in the district of _____ being a member/members of the above named Company hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the 18th Annual General Meeting of the Company to be held on Thursday ,the 25th July, 2013 at 11.00 A.M. at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004 and at any adjournment thereof.

Signed this _____ day of _____ 2013

Signature _____

*** Applicable for shareholders holding shares in electronic form.**

Affix
Rupee 1/-
Revenue
Stamp

Note:

1. A Proxy need not be a Member.
2. This form in order to be effective should be duly stamped and signed and must be deposited at the registered office of the Company, not less then 48 hours before the meeting.



Transport Corporation of India Limited

Registered Office: Flat Nos. 306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003

ATTENDANCE SLIP

I hereby record my presence at the 18th Annual General Meeting of the Company at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004, on Thursday, the 25th July, 2013 at 11.00 A.M.

Member's/Proxy's
name in Block Letter

Member's/Proxy's/Authorized
Representative's Signature

***Applicable for shareholders holding shares in electronic form.**

Note:

- Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
- NO GIFTS WILL BE DISTRIBUTED AT THE AGM.

Disclaimer: Statements in this report that describe the Company's objectives, projections, estimates, expectations or predictions of the future may be 'forward-looking statements' within the meaning of the applicable securities laws and regulations. The Company cautions that such statements involve risks and uncertainties and that actual results could differ materially from those expressed or implied. Important factors that could cause differences include raw materials' cost or availability, cyclical demand and pricing in the Company's principal markets, changes in government regulations, economic developments within the countries in which the Company conducts business, and other factors relating to the Company's operations, such as litigation, labour negotiations and fiscal regimes.

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Transport Corporation of India Ltd.

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E-mail : secretarial@tcil.com **Website :** www.tcil.com