

Notice of Annual General Meeting

NOTICE is hereby given that the 20th Annual General Meeting of the Company will be held on Saturday, the 1st day of August, 2015 at 12:00 Noon at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 3rd Floor, Federation House, I I-6-841, FAPCCI Marg, Hyderabad – 500 004 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 2015, 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. M P Sarawagi (DIN: 00401784), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Chander Agarwal (DIN: 00818139), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and appoint M/s R S Agarwala & Co., Chartered Accountants, Kolkata (Firm Registration No. 304045E), 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:

6. **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 Federal Democratic Republic of Nepal for the year 2015-16 and to hold office till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company.”
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 R S Agarwala & Co., Chartered Accountants, Bangalore, be and are hereby appointed as Branch Auditors for auditing the accounts of TCI Seaways Division of the Company for the year 2015-16 and to hold office till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company.”
8. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**
“**RESOLVED THAT** pursuant to Section 94(1) and other applicable sections if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the Company be and is hereby given to the Board of Directors to keep the Register of Members/ debenture holders at the Corporate Office/at the premises of Share Transfer Agent/Registrar of the Company to make it convenient for the members/ debenture holders to have easily access over it.
RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group CFO (PAN: ADHPT4172E) & Ms. Archana Pandey, Company Secretary & Compliance Officer (Membership No:A23884) be and are hereby severally/jointly authorized to notify the situation of Register of Member/debenture holders to the Registrar of Companies, Andhra Pradesh and Telangana and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

Place : Gurgaon
Date : 25th May, 2015

Archana Pandey
Company Secretary & Compliance Officer

NOTES:

1. **PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. **Attendance Slip:** Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. **Explanatory Statement:** The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 6 to 8 of the Notice, is annexed hereto.
4. **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.
5. **Directors retiring by rotation:** Brief bio data of the directors retiring by rotation & being eligible, offering themselves for re-appointment, have been provided hereto and forming part of the Annual Report.
6. **Closure of Books:** The Share Transfer Books and the Register of Members shall remain closed from Saturday, the 25th July, 2015 to Saturday, the 1st August, 2015 for determining the shareholders entitlement for final dividend for the year ended 31st March, 2015.
7. **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 29th January, 1999, issued by the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad.
8. **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.
9. **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.
10. **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.
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. **Submission of PAN:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
13. **Listing with Stock Exchanges:** The shares of the Company are at present listed with BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). The listing fees in respect of the year 2015-16 have since been paid to both NSE and BSE.
14. **Unclaimed Dividend:** The unclaimed dividend for the Financial Year 2007-08 (Final) 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 2nd September, 2015, 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 TCI House, 69 Institutional Area, Sector - 32, Gurgaon-122 207, Haryana.
15. **Nomination:** Pursuant to Section 72(1) of the Companies Act, 2013, 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.
16. **Information and other instructions relating to e-voting are as under:**
 - (I) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (II) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (III) The Company has engaged the services of Karvy Computershare Private Ltd. ("Karvy") as the Agency to provide e-voting facility.
 - (IV) The Board of Directors of the Company has appointed Mr. Vasanth Bajaj, a Practising Company Secretary (CP No. 5827), Hyderabad as Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - (V) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 25th July, 2015.
 - (VI) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 25th July, 2015 only, shall be entitled to avail the facility of remote e-voting.
 - (VII) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 25th July, 2015, may obtain the User ID and password in the manner as mentioned below:
 - (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+ Folio No. or DP ID Client ID to **1-800-3454-001**
Example for NSDL:
MYEPWD <SPACE> INI2345612345678
Example for CDSL:
MYEPWD <SPACE> I402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call Karvy's toll free number 1-800-3454-001.
 - (d) Members may send an e-mail request to evoting.tci@karvy.com.
 - (IX) If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on 29th July, 2015
End of remote e-voting: Up to 5.00 p.m. (IST) on 31st July, 2015
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
 - (X) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.tcil.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 - (XI) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 1st August, 2015.
 - (XII) **Instructions and other information relating to remote e-voting:**
 - I. **A.** Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
 - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b. Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number, Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character

(@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number for Transport Corporation of India Ltd.
- g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
- l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinizer_tci@vkbajajassociates.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- a. User ID and initial password is provided at the back side of Attendance Slip.
 - b. Please follow all steps from Sr. No. (a) To (l) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company www.tcil.com and on <https://evoting.karvy.com> immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the stock exchanges where the shares are listed.

EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 6

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 Federal Democratic Republic 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 2015-16. They have also expressed their willingness to be re-appointed as Branch Auditors for the financial year 2015-16.

Your Directors recommend the appointment of M/s. K B Chitracar & Co., Chartered Accountants, as Branch Auditors for the financial year 2015-16 and request the shareholders to pass the resolution as Ordinary Resolution.

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

ITEM NO. 7

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. 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 2015-16. 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 / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 8

As per Section 94(1) of the Companies Act, 2013, the register of Member/debenture holders to be maintained by the Company alongwith the index thereto and copies of the annual return filed under section 92 of the Act shall be kept at the Registered Office of the Company.

However, the above mentioned documents may also be kept at any other place in India in which more than 1/10th of the total number of members entered in the register of members reside, if the same is duly approved by the shareholders of the Company vide Special Resolution.

Accordingly, it is proposed to keep the register of Members and related documents at the premises of Registrar & Share Transfer Agent of the Company or at the Corporate Office of the Company.

The Board of directors recommends this resolution for approval of the members by way of Special Resolution.

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

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

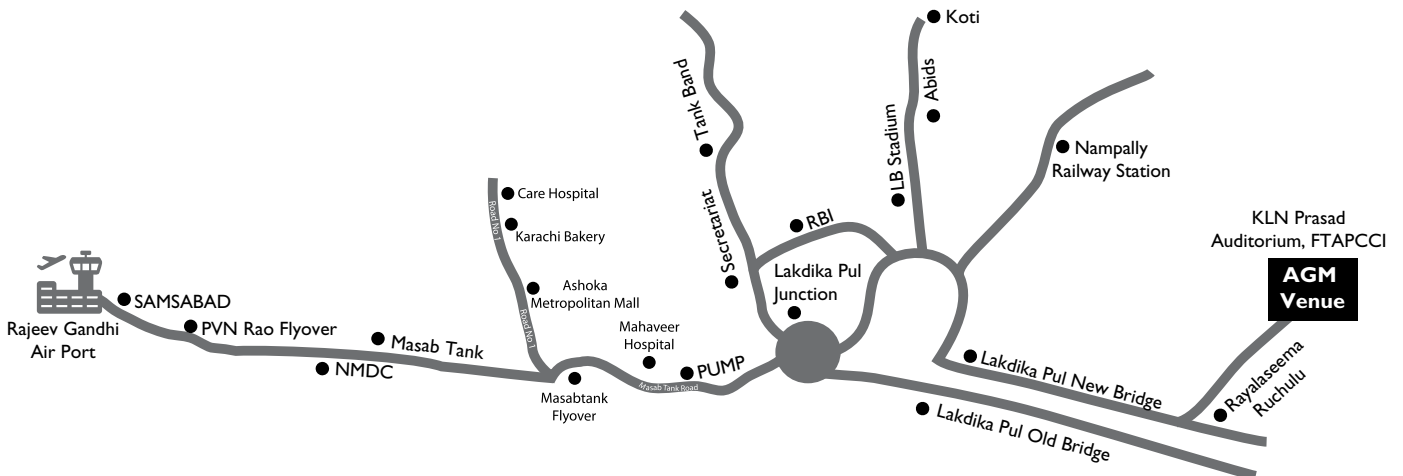
Place : Gurgaon
Date : 25th May, 2015

Archana Pandey
Company Secretary & Compliance Officer

A BRIEF PROFILE OF THE DIRECTORS TO BE RE-APPOINTED

Details of Directors Seeking Re-appointment		
Particulars	Mr. Mahabir Prasad Sarawagi	Mr. Chander Agarwal
Date of Birth	1 st January, 1944	26 th December, 1978
Qualifications	L.L.B.	B.Sc in Business Administration
Expertise in specific Functional Area	46 years of rich experience in the legal and commercial aspect of the Transport Industry.	Diligent in nature, he has handled various finance and management roles. He has experience with transfreight USA, a 3PL specialisation in 'lean logistics' for Toyota Motor Vehicles, USA and has unmatched knowledge of supply chain Management.
Directorship held in other Companies	Bhoruka Investment Ltd.	TCI Developers Ltd.
	Bhoruka Finance Corporation of India Ltd.	TCI Infrastructure Ltd.
	Ashish Securities Pvt. Ltd.	Gloxinia Farms Pvt. Ltd.
	Prabhu-Dhan Infrastructure Pvt. Ltd.	TCI Apex-Pal Hospitality India Pvt. Ltd.
	Bhoruka Properties Pvt. Ltd.	Bhoruka International (P) Ltd. TCI Exim Pvt. Ltd.
Memberships/ Chairmanships of committees of other companies	Nil	Stakeholder's Relationship Committee TCI Developers Ltd.
Number of shares held in the Company	930*	2,104,262
* Held through relatives		

Routemap to AGM Venue





Transport Corporation of India Ltd.

CIN: L70109TG1995PLC019116

Regd. Office: Flat Nos. 306 & 307, I-8-273, 3rd Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500 003,

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

ATTENDANCE SLIP

DPID*	
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Master Folio No.	
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Client ID	
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No. of Shares held	
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I hereby record my presence at the 20th Annual General Meeting of the Company Saturday, the 1st day of August, 2015 at 12.00 Noon at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 3rd Floor, Federation House, I I-6-841, FAPCCI Marg, Hyderabad-500004.

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.



Transport Corporation of India Ltd.

CIN: L70109TG1995PLC019116

Regd. Office: Flat Nos. 306 & 307, I-8-273, 3rd Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500 003,

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

PROXY FORM (Form No. MGT-II)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	
Registered Address	
E-Mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of _____ shares of above named Company, hereby appoint:

1.

Name:	
Address:	
E-mail ID:	
Signature:	

Or failing him/her

2.

Name:	
Address:	
E-mail ID:	
Signature:	

Or failing him/her

3.

Name:	
Address:	
E-mail ID:	
Signature:	

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Saturday, the 1st day of August, 2015 at 12.00 Noon at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 3rd Floor, Federation House, I I-6-841, FAPCCI Marg, Hyderabad-500004 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

