

ANNEXURE-I**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED 31ST MARCH, 2019****(Pursuant to Section 92 (3) of the Companies Act, 2013 & Rule 12(1) of the Companies (Management & Administration) Rules, 2014)**

I REGISTRATION & OTHER DETAILS:	
1. CIN	L70109TG1995PLC019116
2. Registration Date	2 nd January, 1995
3. Name of the Company	Transport Corporation of India Limited
4. Category/Sub-category of the Company	Company Limited by Shares/ Indian Non- Government Company
5. Address of the Registered office & contact details	Flat Nos. 306 & 307, 1-8-271 to 273, 3 rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad- 500003 (Telangana)
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent	M/s Karvy Fintech Private Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 Phone: 040 67161524

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
S. No.	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	TCI Freight Division	4923	46.23
2	TCI Supply Chain Solutions Division	5210	38.94
3	TCI Seaways Division	5012	13.73

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES						
S. No	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	TCI-CONCOR Multimodal Solutions Pvt. Ltd.	DPT 625/626, DLF Prime Tower, Okhla Phase-1, New Delhi- 110020	U60231DL2007PTC216625	Subsidiary	51	2(87)(ii)
2.	Transystem Logistics International Pvt. Ltd.	Transport House, 57/58, II nd Cross, 2 nd Floor, Kalasi-Palyam New Extn, Bangalore, Karnataka-560002	U63023KA1999PTC024769	Joint Venture	49	2(6)
3.	TCI Ventures Ltd.	DPT 625/626, DLF Prime Tower, Okhla Phase-1, New Delhi- 110020	U65999DL2016PLC303211	Subsidiary	100	2(87)(ii)
4.	Stratsol Logistics Pvt. Ltd.	House no. 10, Ram Bagh Road, Old Rohtak Road, New Delhi-110006	U60100DL2017PTC326340	Subsidiary	100	2(87)(ii)
5.	TCI Cold Chain Solutions Ltd.	Flat Nos. 306 & 307, 1-8-271 to 273, 3 rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad- 500 003 (Telangana)	U63000TG2018PLC124220	Subsidiary	100	2(87)(ii)
6.	TCI Global Pte (Singapore) Ltd	435, Orchard Road, # 11-F, Wisma Atria, Singapore-238 877	NA	Subsidiary	100	2(87)(ii)
7.	TCI Holdings Asia Pacific Pte Ltd	435, Orchard Road, # 11-F, Wisma Atria, Singapore-238 877	NA	Subsidiary	100	2(87)(ii)
8.	TCI Global Brazil Logistica Ltda.	Rua Jeronimo da-Veiga 45, 5 Andar-Parte, jd Europa, Sao Paulo, SP Brasil	NA	Subsidiary	100	2(87)(ii)
9.	TCI Holdings Netherlands B.V	C/o Regus Amsterdam Singel 540, Office 518 Campus 02, 1017 AZ Amsterdam, The Netherlands	NA	Subsidiary	100	2(87)(ii)
10.	TCI Holdings SA & E Pte Ltd	435, Orchard Road # 11-F, Wisma Atria, Singapore-238877	NA	Subsidiary	100	2(87)(ii)
11.	TCI Bangladesh Ltd.	UTC Building, 19 th Floor. Kawran Bazar, Dhaka-1215, Bangladesh	NA	Subsidiary	100	2(87)(ii)
12.	TCI Nepal Pvt. Ltd.	Sankardeep Building, 4 th Floor, Khichapokhari, Kathmandu, Nepal- 446000	NA	Subsidiary	100	2(87)(ii)

(IV) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) CATEGORY WISE SHAREHOLDING

Category Code	Category Of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change During The Year
		Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter and promoter group									
(1)	Indian									
(a)	Individual /HUF	11,521,037	-	11,521,037	15.04	11,925,702	-	11,925,702	15.56	0.51
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	34,131,358	-	34,131,358	44.57	34,401,358	-	34,401,358	44.87	0.30
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Others	4,974,995	-	4,974,995	6.50	4,974,995	-	4,974,995	6.49	(0.01)
	Sub-Total A(1) :	50,627,390	-	50,627,390	66.11	51,302,055	-	51,302,055	66.92	0.81
(2)	Foreign									
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	-	-	-	-	-	-	-	-	-
	Total A=A(1)+A(2)	50,627,390	-	50,627,390	66.11	51,302,055	-	51,302,055	66.92	0.81
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds /UTI	5,851,587	-	5,851,587	7.64	6,455,617	-	6,455,617	8.42	0.78
(b)	Financial Institutions /Banks	30,716	19,260	49,976	0.07	23,341	19,260	42,601	0.06	-0.01
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-
(h)	Foreign Institutional Investors	-	2,845	2,845	0.00	1,445,159	2,845	1,448,004	1.89	1.89
(i)	Foreign Portfolio Investors	1791,437	-	1,791,437	2.34	-	-	-	0.00	(2.34)
(j)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(k)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(l)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total B(1) :	5,882,303	22,105	5,904,408	7.71	7,924,117	22,105	7,946,222	10.37	2.65
(2)	Non-Institutions									
(a)	Bodies Corporate	1,536,006	40,350	1,576,356	2.06	1,612,558	38,940	1,651,498	2.15	0.10
(b)	Individuals									
(i)	Individuals holding nominal share capital upto ₹ 1 lakh	8,173,763	1,458,860	9,632,623	12.58	6,040,352	1,348,465	7,388,817	9.64	(2.94)
(ii)	Individuals holding nominal share capital in excess of ₹ 1 lakh	2,203,796	-	2,203,796	2.88	4,620,979	-	4,620,979	6.03	3.15
(c)	Others									
	I E P F	659,984	-	659,984	0.86	720,018	-	720,018	0.94	0.08
	NRI- Repatriable	900,615	198,690	1,099,305	1.44	512,034	183,670	695,704	0.91	(0.53)
	NRI- Non-Repatriable	1,050,684	-	1,050,684	1.37	305,715	-	305,715	0.40	(0.97)
	Overseas Corporate Bodies	-	2,030,965	2,030,965	2.65	-	2,030,965	2,030,965	2.65	0.00
	Trusts	502	-	502	0.00	2	-	2	0.00	0.00
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	Sub-Total B(2) :	16,316,787	3,728,865	20,045,652	26.18	13,811,658	3,602,040	17,413,698	22.71	(3.46)
	Total B=B(1)+B(2) :	22,199,090	3,750,970	25,950,060	33.89	21,735,775	3,624,145	25,359,920	33.08	(0.81)
	Total (A+B) :	72,826,480	3,750,970	76,577,450	100.00	73,037,830	3,624,145	76,661,975	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C) :	72,826,480	3,750,970	76,577,450	100.00	73,037,830	3,624,145	76,661,975	100.00	0.00

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Bhoruka Finance Corporation of India Ltd	15,904,679	20.77	-	15,904,679	20.77	-	-
2	Bhoruka International (P) Ltd	10,588,205	13.83	-	10,588,205	13.83	-	-
3	D P Agarwal- TCI Trading	4,974,995	6.50	-	4,974,995	6.50	-	-
4	TCI India Ltd.	4,045,564	5.28	-	4,045,564	5.28	-	-
5	TCI Global Logistics Ltd.	2,306,910	3.01	-	2,306,910	3.01	-	-
6	Mr. Chander Agarwal	2,104,262	2.75	-	1,834,262	2.39	-	(0.36)
7	Dharm Pal Agarwal-HUF	2,039,756	2.66	-	2,039,756	2.66	-	-
8	Mr. Vineet Agarwal	1,982,935	2.59	-	1,982,935	2.59	-	-
9	Ms. Priyanka Agarwal	1,945,208	2.54	-	1,945,208	2.54	-	-
10	Ms. Urmila Agarwal	1,850,591	2.42	-	1,850,591	2.42	-	-
11	XPS Cargo Services Ltd.	972,855	1.27	-	1,242,855	1.62	-	0.35
12	Mr. Dharpal Agarwal	828,628	1.08	-	828,628	1.08	-	-
13	Ms. Chandrima Agarwal	741,057	0.97	-	741,057	0.97	-	-
14	TCI Exim (P) Ltd.	313,145	0.41	-	313,145	0.41	-	-
15	Vineet Agarwal- HUF	20,765	0.03	-	20,765	0.03	-	-
16	Master Vihaan Agarwal	7,000	0.01	-	344,332	0.45	-	0.44
17	Master Nav Agarwal	835	0.00	-	338,168	0.44	-	0.44
	Total	50,627,390	66.11		51,302,055	66.92		0.81

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Chander Agarwal				
	Opening Balance 1 st April, 2018	2,104,262	2.75		
	Bought during the year	-	-	-	-
	Sold during the year	270,000	-	1,834,262	2.39
	Closing Balance 31 st March, 2019			1,834,262	2.39
2.	XPS Cargo Services Ltd.				
	Opening Balance 1 st April, 2018	972,855	1.27		
	Bought during the year	270,000	-	1,242,855	1.62
	Sold during the year	-	-	-	-
	Closing Balance 31 st March, 2019	-	-	1,242,855	1.62
3.	Master Vihaan Agarwal				
	Opening Balance 1 st April, 2018	7,000	0.01		
	Bought during the year	327,332	-	344,332	0.45
	Sold during the year	-	-	-	-
	Closing Balance 31 st March, 2019			344,332	0.45
4.	Master Nav Agarwal				
	Opening Balance 1 st April, 2018	835	0.00		
	Bought during the year	337,329	-	338,168	0.44
	Sold during the year	-	-	-	-
	Closing Balance 31 st March, 2019			338,168	0.44

Note: There was no change in promoter's shareholding other than the ones mentioned hereinabove apart from change in percentage due to increase in the paid-up share capital of the Company as a consequence of allotment of shares to employees exercising their stock options.

(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRs AND ADRs):

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Canara Robeco Mutual Fund				
	Opening Balance 1 st April, 2018	2,875,257	3.75		
	Bought during the year	51,917		29,227,174	-
	Sold during the year	110,939		2,816,235	-
	Closing Balance 31 st March, 2019			2,816,235	3.67
2.	IDFC Premier Equity Fund				
	Opening Balance 1 st April, 2018	2,406,634	3.14		
	Bought during the year	885,326		3,291,960	
	Sold during the year	603,419		2,688,541	
	Closing Balance 31 st March, 2019	-	-	2,688,541	3.51
3.	Arcee Holdings Limited				
	Opening Balance 1 st April, 2018	2,030,965	2.65		
	Bought during the year	-	-		
	Sold during the year			-	-
	Closing Balance 31 st March, 2019			2,030,965	2.65
4.	Madhulika Agarwal				
	Opening Balance 1 st April, 2018	-	-	-	-
	Bought during the year	1,045,664	-	1,045,664	-
	Sold during the year	-	-	1,045,664	-
	Closing Balance 31 st March, 2019	-	-	1,045,664	1.36
5.	Sangeeta Nirmal Bang-HUF				
	Opening Balance 1 st April, 2018	867,921	1.13	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	Closing Balance 31 st March, 2019	-	-	867,921	1.13
6.	Ashish Agarwal				
	Opening Balance 1 st April, 2018	-	-	-	-
	Bought during the year	760,000	-	760,000	-
	Sold during the year	-	-	760,000	-
	Closing Balance 31 st March, 2019	-	-	760,000	0.99
7.	Padmavati Properties & Trust Pvt. Ltd.				
	Opening Balance 1 st April, 2018	475,878	0.62	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	Closing Balance 31 st March, 2019	-	-	475,878	0.62
8.	Niten Malhan				
	Opening Balance 1 st April, 2018	-	-	-	-
	Bought during the year	43,3118	-	433,118	-
	Sold during the year	-	-	433,118	-
	Closing Balance 31 st March, 2019	-	-	433,118	0.56
9.	Jpmorgan India Smaller Companies Fund				
	Opening Balance 1 st April, 2018	390,998	0.51		
	Bought during the year	-	-	-	-
	Sold during the year			-	-
	Closing Balance 31 st March, 2019			390,998	0.51
10.	Sundaram Mutual Fund				
	Opening Balance 1 st April, 2018	43,900	0.06		
	Bought during the year	335,694	-	379,594	-
	Sold during the year	8,237	-	371,357	-
	Closing Balance 31 st March, 2019			371,357	0.48

(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Chander Agarwal				
	Opening Balance 1 st April, 2018	2,104,262	2.75		
	Bought during the year	-	-	-	-
	Sold during the year	270,000	-	-	-
	Closing Balance 31 st March, 2019			1,834,262	2.39
2.	Mr. Ishwar Singh Sigar				
	Opening Balance 1 st April, 2018	30,055	0.04		
	Bought during the year	7,500	-	-	-
	Sold during the year	14,208	-	-	-
	Closing Balance 31 st March, 2019			23,347	0.03
3.	Mr. Jasjit Singh Sethi				
	Opening Balance 1 st April, 2018	46,177	0.06		
	Bought during the year	21,000	-	-	-
	Sold during the year	25,768	-	-	-
	Closing Balance 31 st March, 2019			46,177	0.06
4.	Mr. Ashish Kumar Tiwari				
	Opening Balance 1 st April, 2018	22,716	0.03		
	Bought during the year	4,500	-	-	-
	Sold during the year	1,650	-	-	-
	Closing Balance 31 st March, 2019			25,566	0.03

Note: Apart from above, no other director or KMP holds any shares in the Company.

(VI) INDEBTEDNESS

(₹ in Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	26,878.03	15,505.06	-	42,383.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	86.92	-	-	86.92
Total (i+ii+iii)	26,964.95	15,505.06	-	42,470.01
Change in Indebtedness during the financial year				
Additions	9,638.14			9,638.14
Reduction	(6,553.08)	(505.06)		(7,058.14)
Net Change	3,085.06	(505.06)	-	2,580.00
Indebtedness at the end of the financial year				
i) Principal Amount	29,963.09	15,000.00	-	44,963.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	50.12	-	-	50.12
Total (i+ii+iii)	30,013.21	15,000.00	-	45,013.21

(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and or Manager

(₹ in Lakhs)

Particulars of Remuneration	Mr. DP Agarwal	Mr. Vineet Agarwal	Total
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	475.15	380.15	855.30
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	19.93	18.53	38.46
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
Stock option	-	-	-
Sweat Equity	-	-	-
Commission as % of profit	345	345	690
Others (Gratuity & Employers' contribution to Provident Fund)	36	28.80	64.80
Total	876.08	772.48	1648.56
Ceiling as per Companies Act, 2013	₹ 1766.16 Lakhs		

B. Remuneration to other Directors

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Sitting fee for attending Board/ Committee meetings	Commission	Others	Total Amount
Independent Directors					
1	Mr. S M Datta [#]	2.25	6.50	-	8.75
2	Mr. O Swaminatha Reddy [#]	1.65	6.50	-	8.15
3	Mr. K.S Mehta	1.20	6.50	-	7.70
4	Mr. Ashish Bharat Ram	1.65	6.50	-	8.15
5	Mr. Vijay Sankar	0.60	6.50	-	7.10
6	Mr. S Madhavan ^{##}	-	3.25	-	3.25
7	Ms. Gita Nayyar ^{###}	-	-	-	-
Other Non-Executive Directors					
8	Ms. Urmila Agarwal	-	6.50	-	6.50
9	Mr. S.N Agarwal	-	6.50	-	6.50
10	Mr. Chander Agarwal	-	6.50	-	6.50
11	Mr. M.P Sarawagi [#]	-	-	-	-
Ceiling as per Special Resolution dated 4th November, 2016		₹ 88.3 lakhs (0.5% of the Net Profit as computed u/s 198 of the Companies Act, 2013)			
Total Managerial Remuneration (A+B)*		₹ 17.04 lakhs			
Overall Ceiling as per Companies Act, 2013		₹ 18.5 lakhs (10.5% of the Net Profit as computed u/s 198 of the Companies Act, 2013)			

*excluding sitting fee

[#] Resigned w.e.f. closing of business hours of 31st March, 2019.

^{##} Appointed with effect from 12th February, 2019.

^{###} Appointed with effect from 24th May, 2019.

C. Remuneration of Key Managerial Personnel/Other than MD/Manager/WTD

(₹ in Lakhs)

Particulars of Remuneration	Mr. Jasjit Sethi, CEO-TCI SCS	Mr. Ishwar Singh Sigar, CEO-TCI Freight	Mr. Ashish Tiwari, Group CFO	Ms. Archana Pandey, Company Secretary	Total
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	184.83	55.98	55.04	13.75	309.60
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1.49	4.61	0.23	-	6.33
(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
Stock option	30.33	11.10	6.66	-	48.09
Sweat Equity	-	-	-	-	-
Commission as % of profit	-	-	-	-	-
Others-(Gratuity & employers' contribution to PF)	14.12	4.44	4.48	1.21	24.25
Total	230.77	76.13	66.41	14.96	388.27

Note: Remuneration details of Mr. R U Singh- CEO, TCI Seaways not disclosed here since he was inducted as KMP post 31st March, 2019.

(VIII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year ended 31st March, 2019, there were no penalties/punishment/compounding of offences.