

30<sup>th</sup> April, 2021

**The National Stock Exchange of India Ltd.,**  
The Listing Department,  
“Exchange Plaza”,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051

**BSE Ltd.**  
The Department of Corporate Services,  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Symbol: TCI**

**Scrip Code: 532349**

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

**Ref: TCI Cold Chain Solutions Limited/Subsidiary of the Company**

With reference to the captioned subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations], we would like to inform you that the Company, Transport Corporation of India Ltd., has today, i.e. 30<sup>th</sup> April, 2021, executed a Shareholder Agreement & Share Subscription Agreement with MITSUI & Co. Ltd. (MITSUI) with respect to its subsidiary company i.e. TCI Cold Chain Solutions Ltd. in which the Company currently holds 99.99% stake and which would stand reduced to 79.99% post investment by MITSUI.

The disclosure as required under Schedule III of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 is attached as Annexure '1' to this letter.

This is for your information, records and meeting the disclosure requirements as prescribed under Listing Regulations.

Thanking you,

Yours faithfully,  
For Transport Corporation of India Ltd.

  
Archana Pandey  
Company Secretary & Compliance Officer



Encl: as above

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**Transport Corporation of India Limited**

**Corporate Office :** TCI House, 69, Institutional Area, Sector-32, Gurugram -122001, Haryana (India)

Ph. No.: +91 124-2381603, Fax.: +91 124-2381611 E-mail : corporate@tcil.com Web : www.tcil.com

**Regd. Office:-** Flat Nos. 306 & 307, I-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

Tel: +91 40 27840104 Fax: +91 40 27840163

CIN : L70109TG1995PLC019116

**Annexure-1**

Sr. No.	Particulars	Remarks
a)	Name(s) of parties with whom the agreement is entered	<ul style="list-style-type: none"> <li>TCI Cold Chain Solutions Ltd. (TCICCS);</li> <li>Mr. Vineet Agarwal (VA);</li> <li>Nominee shareholders of the Company in TCICCS (TCI Nominees);</li> <li>&amp;</li> <li>MITSUI &amp; Co. Ltd. (MITSUI)</li> </ul>
b)	Purpose of entering into the agreement	The parties have entered into a shareholders' agreement and share subscription agreement with respect to TCICCS, currently 99.99% subsidiary of TCI, involved in cold chain warehousing/ temperature-controlled logistics including trucking, multimodal logistics and warehousing, storage and distribution business, wherein MITSUI will acquire 20% strategic stake in TCICCS.
c)	Shareholding, if any, in the entity with whom the agreement is executed	<ul style="list-style-type: none"> <li>✚ TCI does not have any shareholding in MITSUI;</li> <li>✚ The proposed shareholding of TCICCS, post investment by MITSUI, would be as under: <ul style="list-style-type: none"> <li>▪ TCI- 79.99%</li> <li>▪ MITSUI- 20.00%</li> </ul> </li> </ul>
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none"> <li>✚ The Company has right to nominate 3 Directors and MITSUI has right to nominate 1 Director;</li> <li>✚ Right for subscription in case of further issue of shares shall be as per shareholding ratio;</li> <li>✚ Standard clauses on exit, ROFR, tag-along rights etc. have been incorporated in the shareholders' agreement.</li> </ul>
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<ul style="list-style-type: none"> <li>✚ TCICCS- is subsidiary of the Company;</li> <li>✚ VA- is the Promoter &amp; Managing Director of the Company;</li> <li>✚ TCI Nominees- are the nominee shareholders, holding shares of TCICCS on behalf of the Company.</li> <li>✚ MITSUI- is majority partner in one of the joint ventures of the Company, Transystem Logistics international Pvt. Ltd., holding 51% stake in it.</li> </ul>
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	TCICCS will issue equity shares to MITSUI at fair value, as per applicable law.
h)	Any other disclosures related to such agreements, viz., <ul style="list-style-type: none"> <li>➤ details of nominee on the board of directors of the listed entity,</li> <li>➤ potential conflict of interest arising out of such agreements, etc.</li> </ul>	<ul style="list-style-type: none"> <li>✚ None.</li> <li>✚ No potential conflict of interest arising out of this agreement.</li> </ul>

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Sr. No.	Particulars	Remarks
i)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): <ul style="list-style-type: none"> <li>• name of parties to the agreement;</li> <li>• nature of the agreement;</li> <li>• date of execution of the agreement;</li> <li>• details of amendment and impact thereof or reasons of termination and impact thereof.</li> </ul>	Not Applicable

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