

**RESULT ON SPECIAL RESOLUTION PASSED AT EXTRA ORDINARY GENERAL MEETING (EGM) OF THE COMPANY  
ALONG WITH SCRUTINIZER'S REPORT**

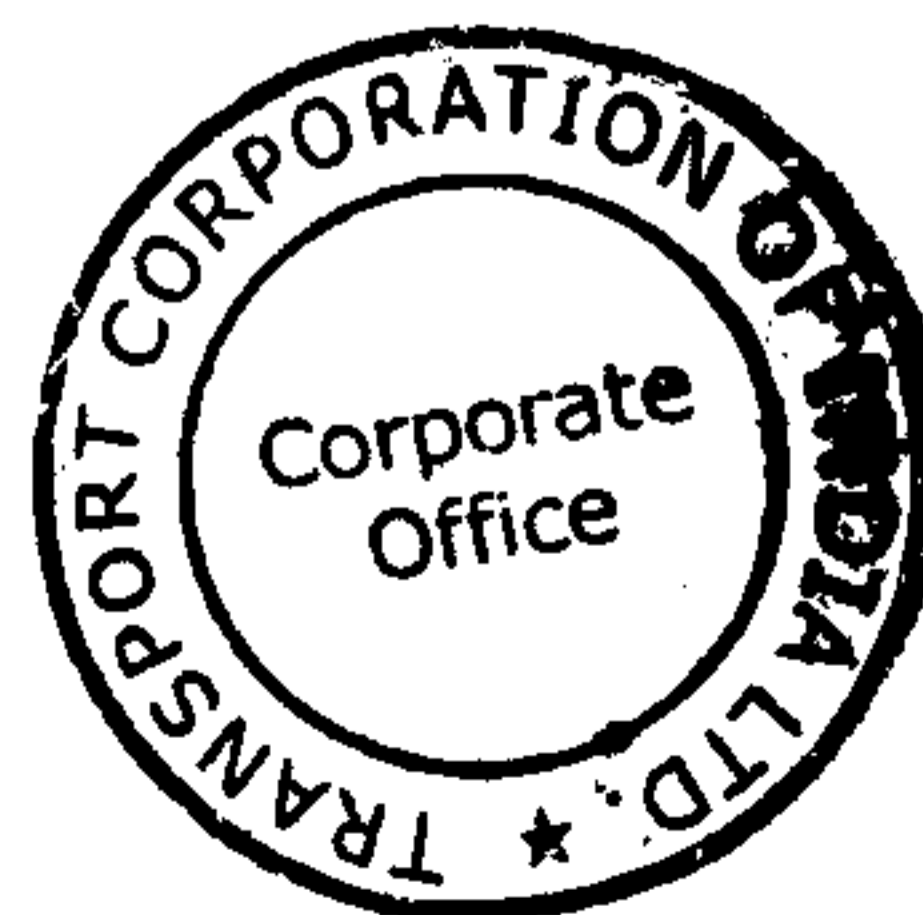
**Details as per Clause 35A of the Listing Agreement with Stock Exchanges**

Date of Extra Ordinary General Meeting (EGM)	Thursday, 29 <sup>th</sup> January, 2015
Total number of Shareholders as on Relevant Date i.e. 31 <sup>st</sup> December, 2014	22240
Number of Shareholders present in the Meeting either in person or through proxy	
e) Promoters and Promoters Group :	04
f) Public :	37
<b>TOTAL</b> :	<b>41</b>
Number of Shareholders who attended the meeting through Video Conferencing	NIL
e) Promoters and Promoters Group :	
f) Public :	
(Agenda-wise) - Details of the Agenda	Allotment of the Equity shares on preferential basis through private placement.
Required Resolution	Special Resolution
Mode of Voting	E-voting and Poll

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares [(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled [(4)/(2)]*100	% of votes against on votes polled [(5)/(2)]*100
	1	2	3	4	5	6	7
<b>Mode of Voting : E-Voting</b>							
Promoter	50600940	50600940	100.000	50600940	0	100.000	0.000
Public – Institutional	2256072	630295	27.938	630295	0	100.000	0.000
Public – Other	20416488	457608	2.241	456858	750	99.836	0.164
<b>TOTAL</b>	<b>73273500</b>	<b>51688843</b>	<b>70.542</b>	<b>51688093</b>	<b>750</b>	<b>99.998</b>	<b>0.001</b>
<b>Mode of Voting : Poll</b>							
Promoter	50600940	0	0.000	0	0	0.000	0.000
Public – Institutional	2256072	0	0.000	0	0	0.000	0.000
Public – Other	20416488	231415	1.133	231415	0	100.000	0.000
<b>TOTAL</b>	<b>73273500</b>	<b>231415</b>	<b>0.316</b>	<b>231415</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>

For Transport Corporation of India Ltd.

  
Archana Pandey  
Company Secretary & Compliance Officer



**Transport Corporation of India Ltd.**

Corporate Office : TCI House, 69 Institutional Area, Sector 32, Gurgaon-122 207, Haryana, India www.tcil.com  
Tel : 0124-2381-603 - 07 Fax : 0124-2381611 corporate@tcil.com

Regd. Office : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003  
Tel : 040-27840104 Fax : 040-27840163

CIN : L70109TG1995PLC019116

**SANJEEV BHATIA & ASSOCIATES**  
Company Secretaries

E - 406 Rail Vihar, Sector 15 - II,  
Gurgaon - 122 001 (Haryana)  
Phone : 95124 - 2304628, 4032241  
E-mail : sanjeev\_cs1999@yahoo.com

Ref.....

**REPORT OF SCRUTINIZER  
(E-VOTING & POLL)**

Date :.....

To,

The Chairman  
Transport Corporation of India limited  
TCI House- 69, Institutional Area,  
Sec 32, Gurgaon-122007

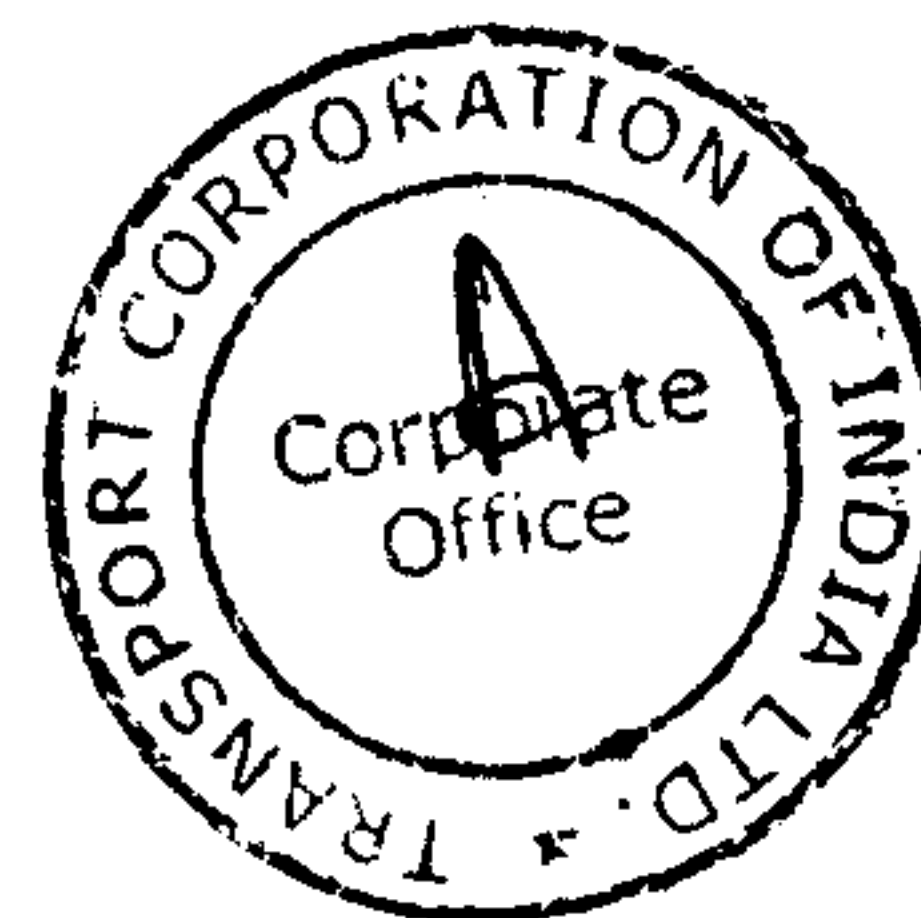
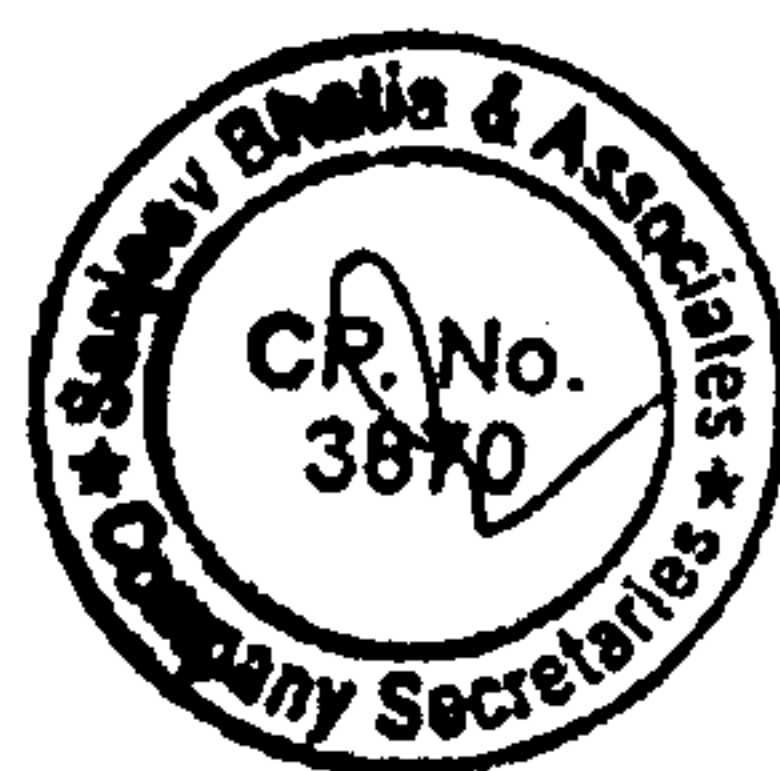
**SUB: Extra-Ordinary General Meeting (EGM) of Transport Corporation of India limited held on 29<sup>th</sup> Day of January, 2015 At 4.00 P.M at Aiaiyao Meeting Room, Hotel Lemon Tree Premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi 110037**

Dear Sir,

- A. I, Sanjeev Bhatia, Proprietor of Sanjeev Bhatia & Associates, appointed by the Board of Directors of the Transport Corporation of India limited (TCI) as Scrutinizer for the purpose of scrutinizing:
- the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management & Administration) Rules, 2014, and
  - the process of voting by poll under the provision of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules; 2014.

on the resolution(s) contained in the notice of EGM held on 29<sup>th</sup> Day of January, 2015 At 4.00 P.M at Aiaiyao Meeting Room, Hotel Lemon Tree Premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi 110037.

- B. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder pertaining to e-voting and poll at the EGM on the resolution(s) contained in the Notice. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" in the resolution(s) stated in the EGM Notice, based on the reports generated from the e-voting platform provided by Karvy Computershare Private Limited (KCPL), the authorized agency engaged by the company to provide e-voting facilities and other facilities at the time of poll (Physical Ballot), at EGM.
- C. In case of e-voting, e-votes by 1 (One) member were treated as invalid due to non submission of relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote. In case of Poll of EGM, no poll papers were found incomplete and/or defective.



D. I have issued two separate Scrutinizer's reports dated 26<sup>th</sup> January, 2015 on e-voting and dated 31<sup>st</sup> January, 2015 on the physical ballot (poll) on the resolution(s) contained in the notice to EGM respectively.

As requested by the management, I submit herewith my combined report on the results on the e-voting together with that of poll as under:-

**Consolidate Results of E-Voting & Poll of the EGM**

**Item No. 1- Special Resolution**

**Allotment of the Equity shares on preferential basis through private placement**

Particulars	Number of		Number of Votes		contained in Total	Percentage (%)
	Poll	E-Votes	Poll	E-Votes		
Assent	37	33	231415	51688093	51919508	99.999
Dissent	0	1	0	750	750	0.001
Total	37	34	231415	51688843	51920258	100.000

Percentage of vote cast in favour: 99.999% Percentage of votes cast against: 00.001%

**RESULTS:**

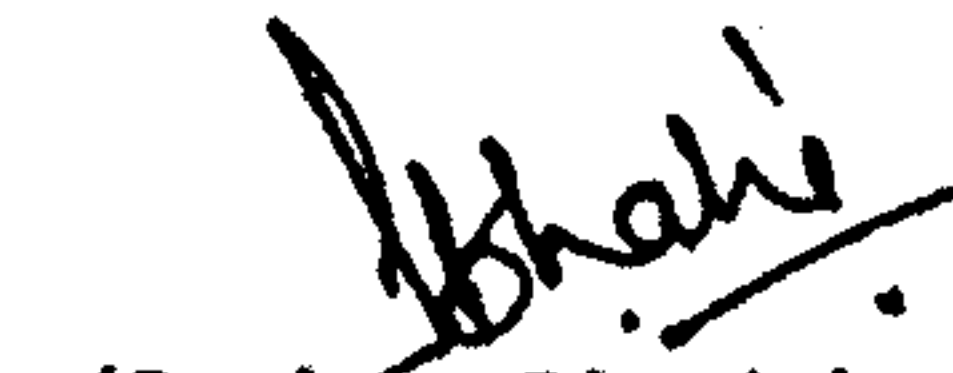
As the number of votes casted in favour of the Resolution is more than three times the number of votes cast against, I report that, the Special resolution as set out in the Notice of EGM dated 03<sup>rd</sup> January, 2015 has been passed by the shareholders with requisite majority.

The Resolution is deemed to be passed as on the date on which EGM was held.

Thanking you

Yours truly,

For Sanjeev Bhatia & Associates  
Company Secretaries

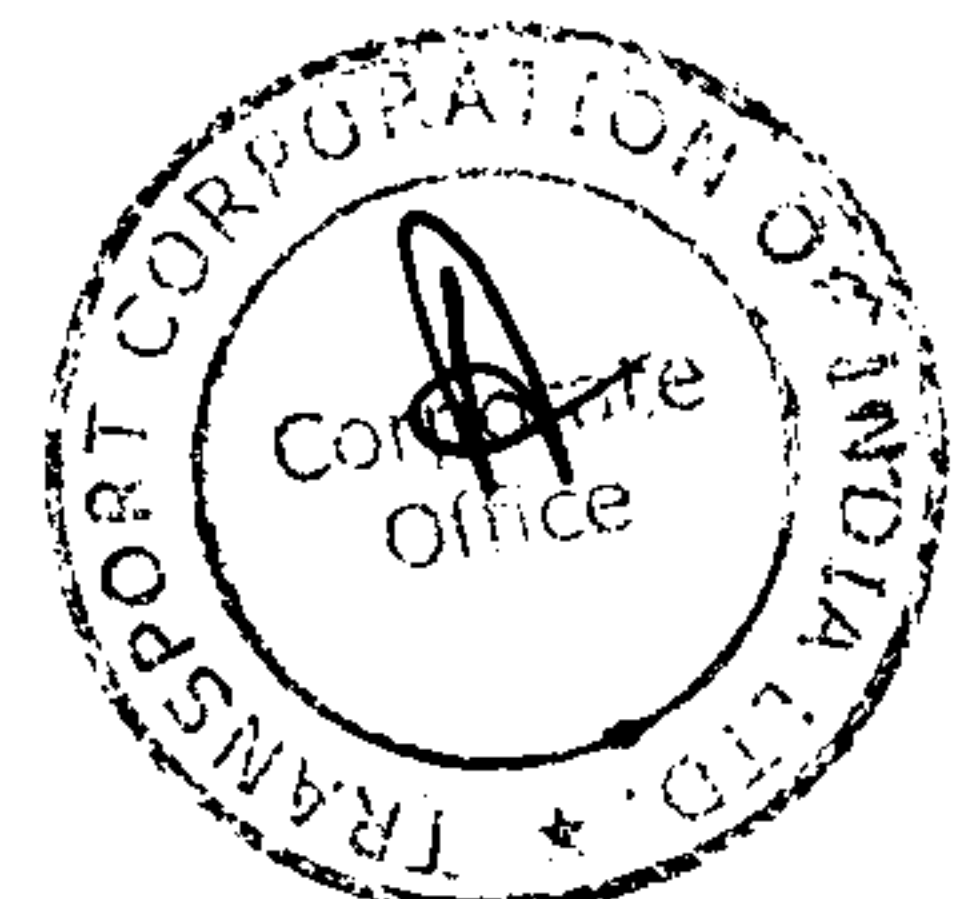
  
(Sanjeev Bhatia)  
Proprietor  
CP. No. 3870

Dated: 31-01-2015  
Place: Gurgaon



Certified True Copy  
For Transport Corporation of India Ltd.

  
(ARCHANA PANDEY)  
Company Secretary & Compliance Officer



**SANJEEV BHATIA & ASSOCIATES**  
Company Secretaries

E - 406 Rail Vihar, Sector 15 - II,  
Gurgaon - 122 001 (Haryana)  
Phone : 95124 - 2304628, 4032241  
E-mail : sanjeev\_cs1999@yahoo.com

Ref.....

Date :.....

**Report of Scrutinizer(s)**

*[Pursuant to Section 108 of the Companies Act'2013 and Rule 20 (xi) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman  
Transport Corporation of India limited  
TCI House- 69, Institutional Area,  
Sec 32, Gurgaon-122007

**SUB: Extra-Ordinary General Meeting (EGM) of Transport Corporation of India limited held  
on 29<sup>th</sup> Day of January, 2015 At 4.00 P.M at Aiaayo Meeting Room, Hotel Lemon Tree  
Premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi 110037**

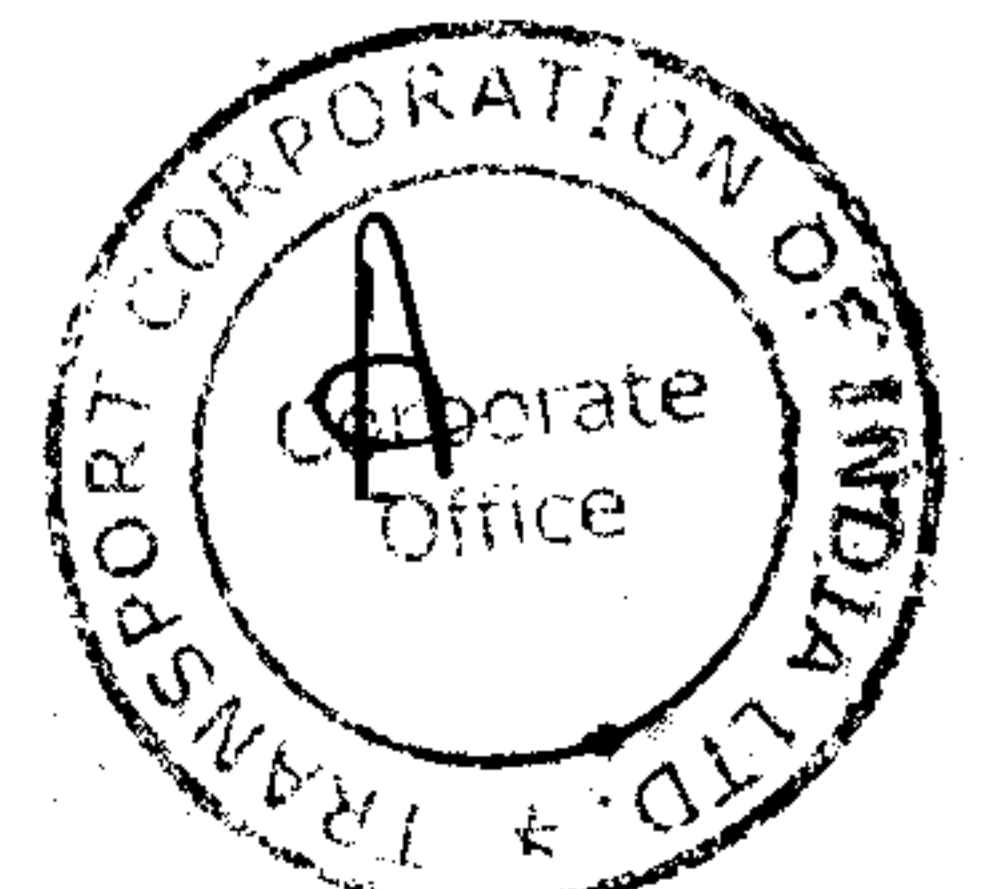
Dear Sir

I, Sanjeev Bhatia, Proprietor of Sanjeev Bhatia & Associates, appointed by the Board of Directors of the Transport Corporation of India limited (TCI) as a Scrutinizer to scrutinize the voting in fair and transparent manner on e voting carried out as per terms of the Listing Agreement, provision of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 on the below mentioned proposed resolution, submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder relating to e-voting on the proposed resolution contained in the Notice of EGM dated 03<sup>rd</sup> January, 2015. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the EGM Notice, based on the reports generated from the e-voting platform provided by Karvy Computershare Private Limited (KCPL), the authorized agency engaged by the company to provide e-voting facilities engaged by the Company.
2. On the basis of the Register of Members and the list of beneficial owners made available by Big Share Services Pvt. Ltd. as on 31<sup>st</sup> December, 2014 (cut-off-date) for the purpose of E-voting, the Company completed dispatch of the Notice of e-voting on 05<sup>th</sup> January'2015:
  - by email to 7,814 members who had registered their emails- IDs with their respective Depository Participants or with the RTA; and
  - by Registered Post to 14,426 Members i.e. the members whose email IDs were not registered with their respective depository participants or the RTA.



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3. The e-voting period remained open from 22<sup>nd</sup> January, 2015 (10 A.M) to 24<sup>th</sup> January, 2015 (6.00 P.M) (both days inclusive) on e-voting platform provided by KCPL.
4. The votes were unblocked on 24th January'2015 in the presence of two witnesses, who are not in the employment of the company.
5. Thereafter the details containing Inter-alia, list of equity shareholders, who assented, dissented or abstained from E-voting, were downloaded from the e-voting portal provided by KCPL.
6. Based on the reports downloaded from the e-voting portal, 35 (Thirty five) members have cast their votes on the e-voting platform, out of which votes cast by 1 (one) member have been considered to be invalid, The detail and analysis of the e-voting result for one agenda item contained in the said Notice is annexed to this report.
7. The register and all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairman considers, approves and sign the minutes of the aforesaid Extra-Ordinary General Meeting and thereafter, the same will be handed over to the Company.

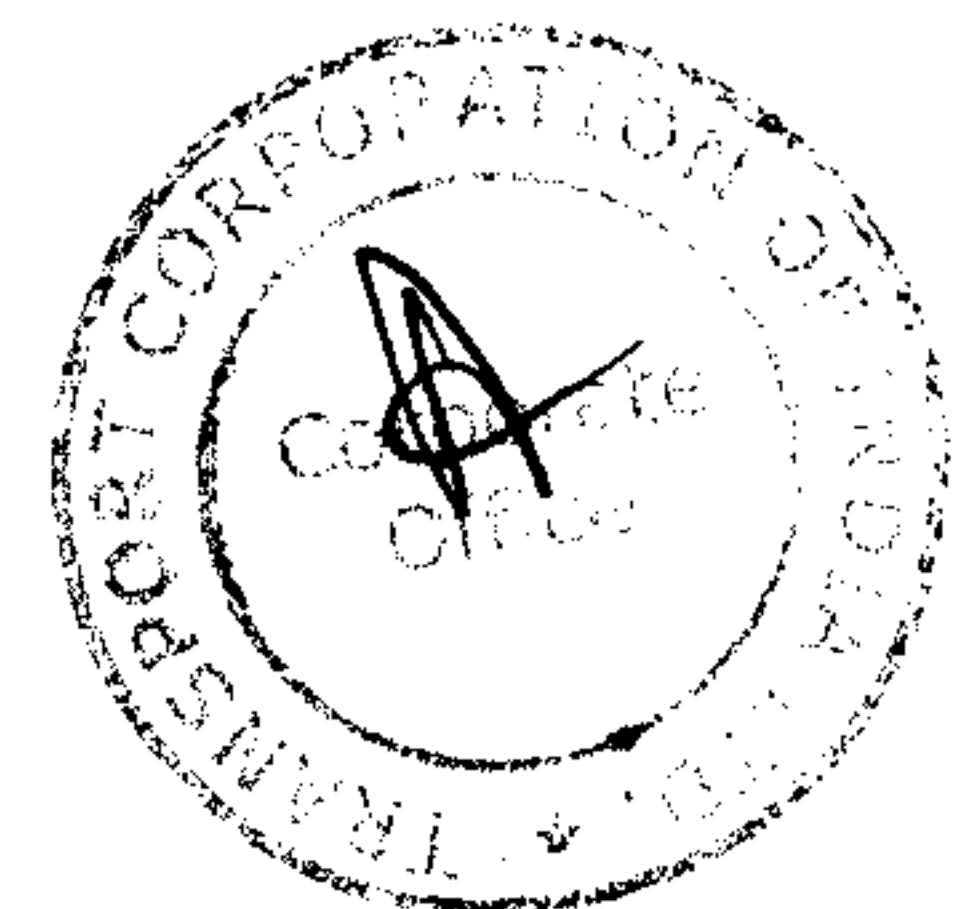
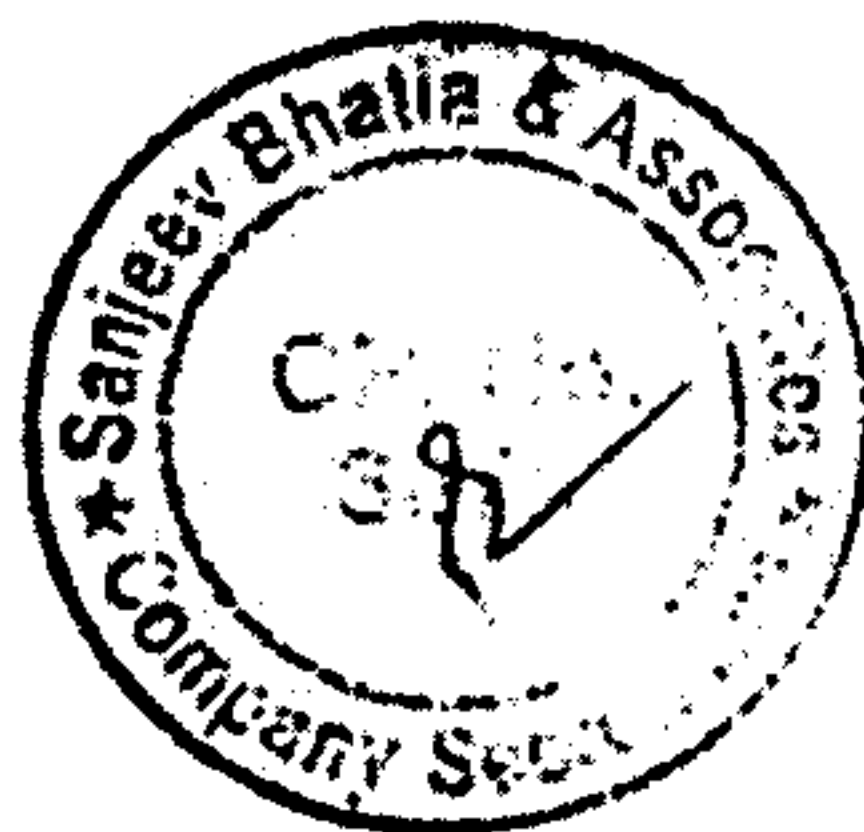
Yours truly,

For Sanjeev Bhatia & Associates  
Company Secretaries

  
(Sanjeev Bhatia)  
Proprietor

CP. No. 3870

Dated: 26-01-2015  
Place: Gurgaon



Certified True Copy  
For Transport Corporation of India Ltd.

  
(ARCHANA PANDEY)  
Company Secretary & Compliance Officer

ANNEXTURE

Item No. 1- Special Resolution  
Allotment of the Equity shares on preferential basis through private placement

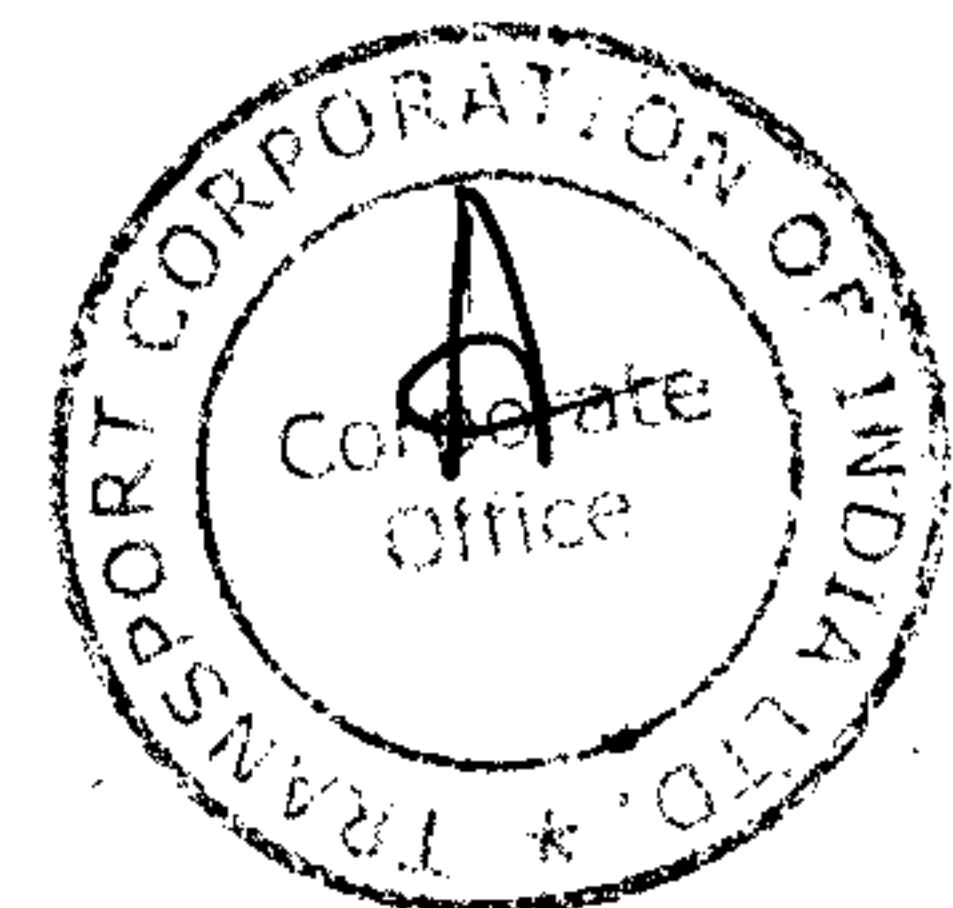
Total no. of Shareholder	22240		
Total no. of Shares	73273500		
	Number of Votes	Number of Shares	Percentage
Total votes cast through E-voting	35	51688893	100.000%
Assent	33	51688093	99.998%
Dissent	1	750	0.002%
Invalid	1	50	0.000%

For Sanjeev Bhatia & Associates  
Company Secretaries

*(Signature)*  
(Sanjeev Bhatia)  
Proprietor  
CP. No. 3870



Dated: 26-01-2015  
Place: Gurgaon



**SANJEEV BHATIA & ASSOCIATES**  
Company Secretaries

E - 406 Rail Vihar, Sector 15 - II,  
Gurgaon - 122 001 (Haryana)  
Phone : 95124 - 2304628, 4032241  
E-mail : sanjeev\_cs1999@yahoo.com

Ref.....

FORM NO. MGT-13

Date : .....

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act'2013 and Rule 21 (2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
Transport Corporation of India limited  
TCI House- 69, Institutional Area,  
Sec 32, Gurgaon-122007

**SUB: Extra-Ordinary General Meeting (EGM) of Transport Corporation of India limited held on 29<sup>th</sup> Day of January, 2015 At 4.00 P.M at Aiaiyao Meeting Room, Hotel Lemon Tree Premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi 110037**

Dear Sir

I, Sanjeev Bhatia, Proprietor of Sanjeev Bhatia & Associates, appointed as Scrutinizer for the purpose of poll taken on below mentioned resolution(s) at Extra-Ordinary General Meeting (EGM) of the Transport Corporation of India limited held on 29<sup>th</sup> Day of January, 2014 at 4.00 P.M at Aiaiyao Meeting Room, Hotel Lemon Tree Premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi 110037, submit my report as under:

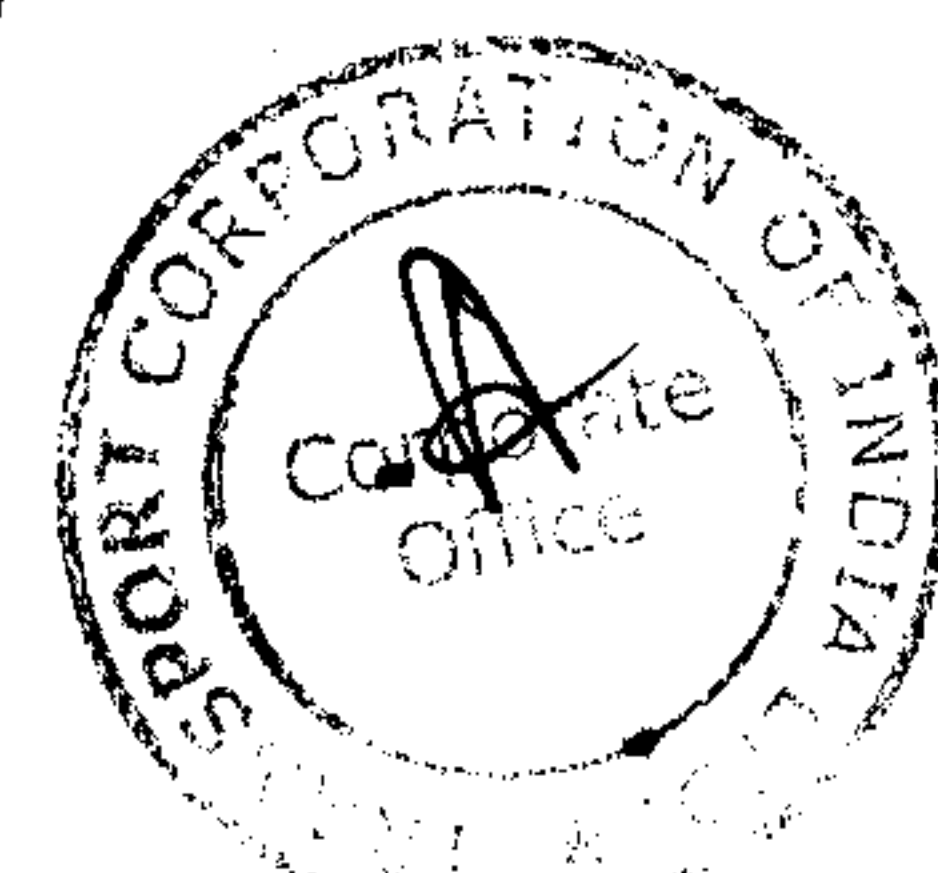
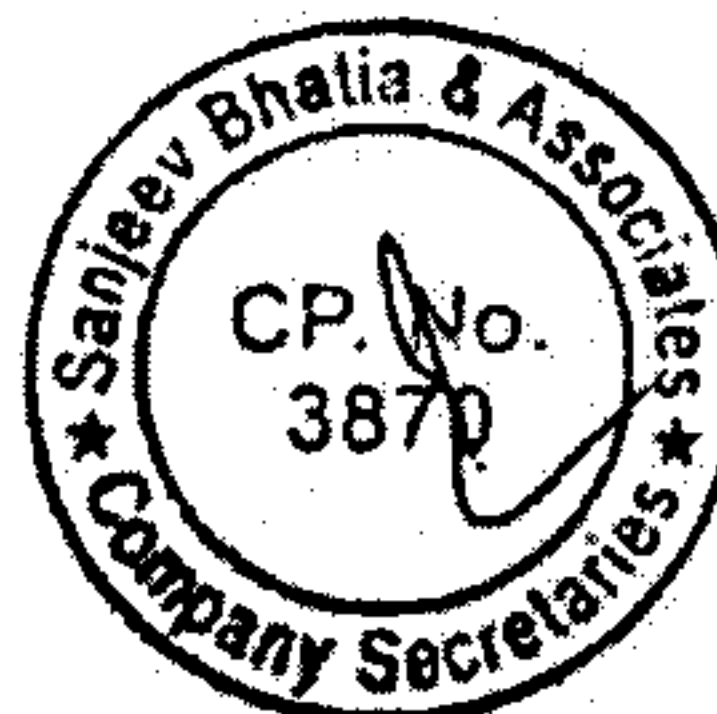
1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks place by me.
2. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Bigshare Services Pvt Ltd., Registrar and Transfer Agent of the Company hereinafter referred as (RTA) and the authorisation/ proxies lodge with the Company.
3. No poll paper was found to be incomplete/ illegible.
4. The result of the Poll is as under:

**Item No. 1 – Special Resolution**

**Allotment of the Equity shares on preferential basis through private placement**

(i) Vote in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
37	231415	100%



(ii) Vote in *against* of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

(iii) *Invalid* Vote:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

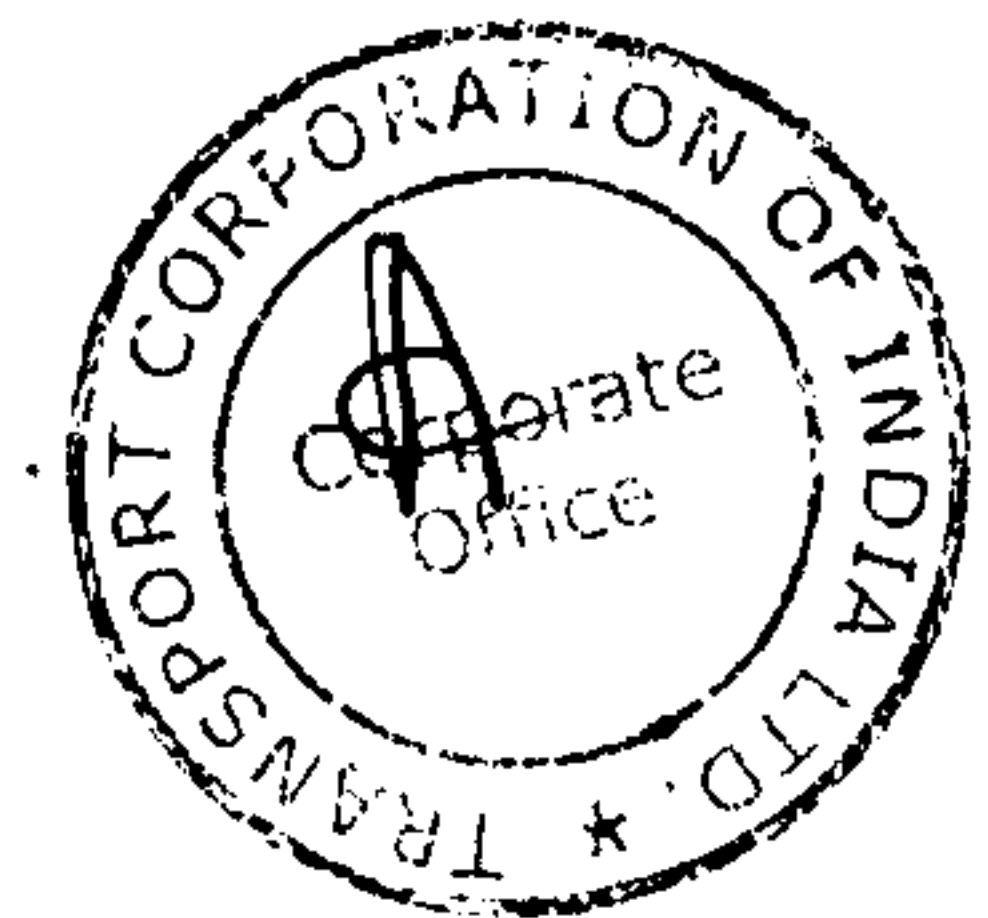
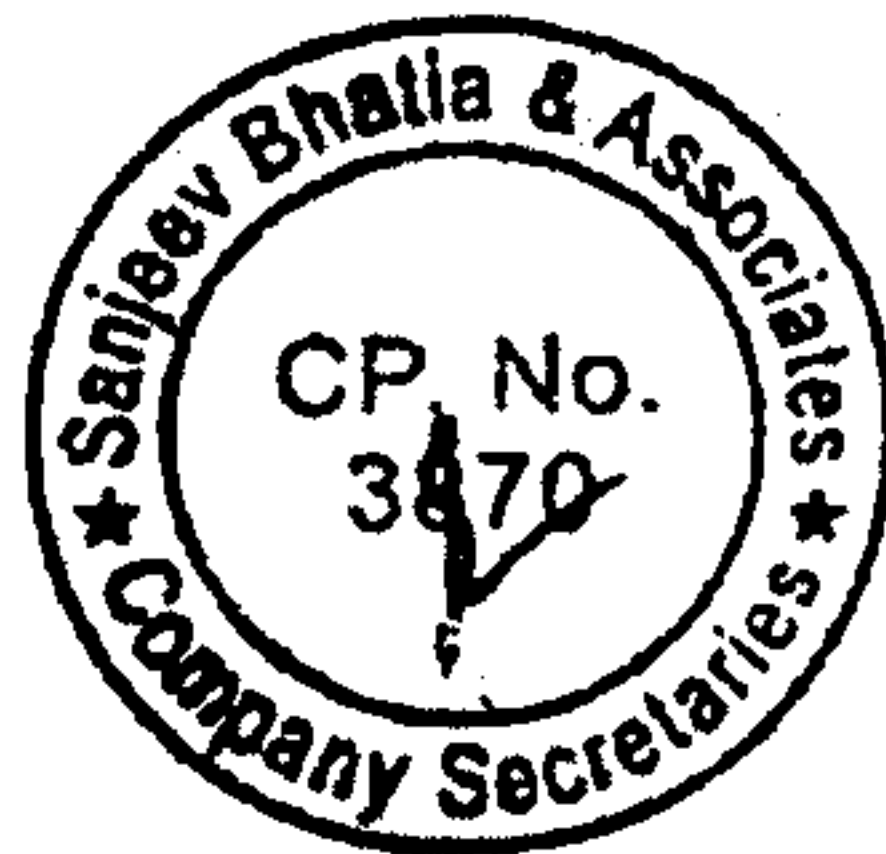
Yours truly,

For Sanjeev Bhatia & Associates  
Company Secretaries

  
(Sanjeev Bhatia)  
Proprietor

CP. No. 3870

Dated: 31-01-2015  
Place: Gurgaon



Certified True Copy  
For Transport Corporation of India Ltd.

  
(ARCHANA PANDEY)  
Company Secretary & Compliance Officer