



Transport Corporation of India Limited

CIN: L70109TG1995PLC019116

Regd. Off. : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500003

Corp. Off. : TCI House, 69 Institutional Area, Sector-32, Gurgaon-122 001

Tel: +91 124 2381603-07 Fax: +91 124 2381611 E-mail : secretarial@tcil.com, Web: www.tcil.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Members of Transport Corporation of India Limited will be held on Thursday, the 29th January, 2015 at 4:00 p.m. at AiAiyo Meeting Room, Hotel Lemon Tree Premier, Delhi Airport, Asset No. 6, Aerocity Hospitality District, New Delhi 110037 to transact the following business:

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's Equity Shares are listed (the **“Stock Exchanges”**), and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot upto 24,00,000 (Twenty Four Lacs only) Equity Shares of face value of Rs. 2/- (two) each of the Company (the **“Equity Share”**) at a price of Rs. 249/- (Two Hundred and Forty Nine Only) per Equity Share including a premium of Rs. 247/- (Two Hundred Forty Seven only) aggregating to Rs 59,76,00,000/- (Rupees Fifty Nine Crores and Seventy Six Lacs only), considering 30th December, 2014 as the Relevant Date, it being the date 30 days prior to the date of this Meeting as per provisions of Regulation 71 of Chapter VII of ICDR Regulations, on a preferential basis through private placement (the **“Preferential Issue”**) and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board to the following entity being an entity which is not a part of the promoter group (the **“Proposed Allottee”**) as detailed herein below:

Identity of the proposed Allottee	Category	Permanent Account No.	Present Holding of Equity Shares	Proposed Allotment of Equity Shares	Post Preferential holding of Equity Shares	% of Post Issued Capital
IDFC Premier Equity Fund	Mutual Fund	AAETS9556K	Nil	24,00,000	24,00,000	3.17
TOTAL			Nil	24,00,000	24,00,000	3.17

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the issue of Equity Shares is 30th December, 2014, which is 30 days prior to the date of this Extraordinary General Meeting, i.e. 29th January, 2015 and the floor price so calculated is Rs. 248.94 (Rupees Two Hundred and Forty Eight and Paise Ninety Four Only).

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company in dematerialized form to the Proposed Allottee within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of Equity Shares, including for the post issue formalities, without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari- Group Chief Financial Officer (PAN: ADHPT4172E) & Ms. Archana Pandey, Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions including to execute any document on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisor/consultants/lawyers etc. “

Regd. Office: Flat Nos. 306 & 307, I-8-273,
3rd Floor, Ashoka Bhoopal Chambers
S P Road, Secunderabad – 500003

**By the Order of the Board of Directors
For Transport Corporation of India Ltd**

Place : Gurgaon
Date : 3rd January, 2015

**Archana Pandey
Company Secretary & Compliance Officer
Membership No. : A23884**

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 (MGT -11) is annexed to this Report.
- 2.** All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by members on all working days except Saturdays, Sundays and public holidays, between 10.00 A.M. to 1.00 P.M. prior to the date of the Extraordinary General Meeting and will also be available for inspection at the Meeting.
- 3.** The notice is being sent to all the members, whose names appeared in the Register of Members as on 31st December, 2014. This notice of the Extraordinary General Meeting of the members of the Company is also displayed/ posted on the website of the Company i.e. www.tcil.com.
- 4. Attendance Slip:** Members are requested to bring their attendance slip along with their copy of this Notice to the Meeting.
- 5.** Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

6. **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.

7. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable all the Members to cast their votes electronically on the resolutions mentioned in the Notice of Extraordinary General Meeting of the Company. The Company has appointed Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s Sanjeev Bhatia & Associates, Practicing Company Secretaries, Gurgaon as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. Necessary arrangements have been made by the Company with Karvy Computershare Pvt. Ltd, ('Karvy') to facilitate e-voting. E-voting is optional and e-voting rights of the shareholders/beneficial owners shall be reckoned on the Equity Shares held by them as on 31st December, 2014. The e-voting period commences on Thursday, 22nd January, 2015 (10.00 a.m.) and ends on Saturday, 24th January, 2015 (6:00 p.m.). The voting module shall be disabled by Karvy for voting thereafter.

The instructions and process for e-voting are as under:

A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e. User ID and password as provided in a separate e-voting communication being sent along with the Notice of EGM. Your Folio No. /DP 1D- 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.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) 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 ID, 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.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) i.e. Transport Corporation of India Limited.
- vii) On the voting page enter the number of Equity Shares (which represents the number of votes) as on the cut-of 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 mentioned overleaf. You may also choose the option "ABSTAIN" and the Equity Shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) 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.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) 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).
- xii) 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/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: scrutinizer.tcil@gmail.com with a copy marked to evoting@karvy.com and secretarial@tcil.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 of EGM[for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- a) User ID and initial password as provided in the communication forming part of this notice: Even (E-voting Number), User ID and Password.
- b) Please follow all steps from Sr. No. i) to xii) as mentioned in (A) above, to cast your vote.
- c) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- d) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy at Tel No. 04044655000 or Tel. No. at 1800 345 4001 (toll free).
- e) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairperson of the EGM.
- f) The Results shall be declared at or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.tcil.com) and on the website of Karvy within two (2) days of passing of the resolutions at the EGM of the Company on 29th January, 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited.
- g) A copy of this notice has been placed on the website of the Company and the website of Karvy.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

In order to meet the requirements of the funds as per the objects detailed below, it is proposed to issue upto 24,00,000 Equity Shares at a price of Rs. 249/- per Equity Shares having face value of Rs.2/- each, in cash aggregating to Rs. 59,76,00,000 (Rupees Fifty Nine Crores Seventy Six Lakhs Only) on preferential basis, subject to necessary approvals, as per the provisions of Companies Act, 2013 & rules made there under and ICDR Regulations for Preferential issues, to IDFC Premier Equity Fund (the Proposed Allottee).

This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year. However, the Company has allotted 3,25,320 Equity Shares to eligible employees upon their exercise of employee stock option under Employees Stock Option Scheme IV, V & VI in the year.

Disclosure in terms of Regulation 73 of the ICDR Regulations:

A. The object of the proposed allotment is :

- 1) to strengthen the equity base of the Company for the purpose of raising debt in future;
- 2) to arrange funds required for meeting the enhanced working capital requirements of the Company;
- 3) to partly fund the capital expenditure of the Company;
- 4) to meet expenditure for general corporate purposes.

B. The proposal of the promoters / directors or key management personnel to subscribe to the offer:

None of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares.

C. Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the Proposed Allottee upto 24,00,000 (Twenty Four Lacs Only) Equity Shares of face value of Rs. 2/- (Two) each at an issue price of Rs. 249/- (Two Hundred Forty Nine) per Equity Share, aggregating up to Rs. 59,76,00,000 (Rupees Fifty Nine Crores Seventy Six Lakhs Only), in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations.

The Preferential Issue shall be made only in dematerialized form as per ICDR Regulations.

D. Shareholding Pattern before and after the offer:

The broad Shareholding pattern of the Company before the issue of Equity Shares and after the issue of Equity Share of the Company will be as follows:

PRE/ POST ALLOTMENT SHAREHOLDING PATTERN

Sl. No.	Category of Shareholder	Pre Allotment Share Holding		Post Allotment Share Holding	
		Number of Equity Shares	%age of shareholding	Number of Equity Shares	%age of shareholding
(A)	Shareholding of Promoter and Promoter Group				
(a)	Individuals/ HUF	16496032	22.51	16496032	21.80
(b)	Central Govt./ State Govt.	0	0.00	0	0.00
(c)	Bodies Corporate	34104908	46.54	34104908	45.07
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)	50600940	69.06	50600940	66.87
(B)	Public shareholding				
1	Institutions				

Sl. No.	Category of Shareholder	Pre Allotment Share Holding		Post Allotment Share Holding	
		Number of Equity Shares	%age of shareholding	Number of Equity Shares	%age of shareholding
(a)	Mutual Funds/UTI	521079	0.71	521079	0.69
	Proposed Allottee: IDFC Premier Equity Fund	0	0.00	2400000	3.17
(b)	Financial Institutions/Banks	56485	0.08	56485	0.07
(c)	Foreign Institutional Investors	1678508	2.29	1678508	2.22
	Sub-Total (B)(1)	2256072	3.08	4656072	6.15
B 2	Non-Institutions				
(a)	Bodies Corporate	2928944	4.00	2928944	3.87
(b)	Individuals				
I	Individuals -i. Individual holding nominal share capital up to Rs 1 lakh	8519049	11.63	8519049	11.26
II	ii. Individual holding nominal share capital in excess of Rs. 1 lakh.	4148704	5.66	4148704	5.48
(c)	Any Other				
(c-ii)	Non Resident Indians	1354345	1.85	1354345	1.79
(c-iii)	Overseas Corporate Bodies	2030965	2.77	2030965	2.68
(c-iv)	Clearing Members	193439	0.26	193439	0.26
(c-v)	Hindu Undivided Families	1241042	1.69	1241042	1.64
	Sub-Total (B)(2)	20416488	27.86	20416488	26.98
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	22672560	30.94	25072560	33.13
	TOTAL (A)+(B)	73273500	100.00	75673500	100.00

E. Proposed time within which the allotment shall be completed:

The Board/Share transfer committee proposes to make allotment of Equity Shares within a period of 15 days from the date of passing of the proposed special resolution by the shareholders provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

F. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control the Proposed Allottee and the percentage of the post preferential issue capital that may be held by them is given in the following table:

Sl. No.	Proposed Allottee(s)	Present Holding	% to Pre-Issue Capital	Present Issue	% to Post-Issue Capital
1	IDFC Premier Equity Fund	Nil	0.00	24,00,000	3.17

There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.

G. Lock-in:

- The Equity Shares allotted shall be subject to 'lock-in' as per the ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations. Since the Proposed Allottee is a SEBI registered Mutual Fund, as indicated in Regulation 70 (4) of ICDR Regulations, it is exempt from the requirements of provisions under Regulation 78 (6) of ICDR Regulations.

H. Relevant date and pricing of the issue:

In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be 30th December, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting to be held on 29th January, 2015. The price so calculated is 248.94 (Rupees Two Hundred Forty Eight and Paise Ninety Four only) per Equity Share.

The issue price of each Equity Share is fixed at Rs. 249/- (Rupees Two Hundred Forty Nine only).

I. Auditor's Certificate:

A copy of the Statutory Auditor's Certificate certifying that the present preferential allotment is being made in accordance with the requirements contained in the Guidelines for Preferential Allotment under the ICDR Regulations will be placed before the Extraordinary General Meeting and is also kept open for inspection at the Registered Office of the Company on all working days during office hours and will also be available for inspection at the Meeting. Copies of the above mentioned Statutory Auditors' certificate shall also be laid before the Extraordinary General Meeting.

J. Relevant Date:

Relevant Date for the purpose of Preferential Issue is 30th December, 2014 which is the date 30 days prior to the date of Extraordinary General Meeting where this resolution is being considered for approval.

K. Pricing & Undertaking to re-compute the price:

The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the ICDR Regulations:

- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the relevant date;

OR

- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a stock exchange during the two weeks preceding the relevant date.

Accordingly, the issue price of Rs. 249/- (Rupees Two Hundred Forty Nine Only) per Equity Share at which the Equity Shares are proposed to be issued and allotted is in compliance with the minimum issue price determined in accordance with Regulation 76 of the ICDR Regulations.

L. Re-computation:

Given that the Company has been listed for a period of more than 26 (Twenty Six) weeks as on the Relevant Date, no requirement to re-compute the price is applicable.

The Board at its meeting held on 3rd January, 2015 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

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

All documents referred to in this statement are open for inspection during the working hours up to the date of Meeting at the Registered Office of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Regd. Office: Flat Nos. 306 & 307, I-8-273,
3rd Floor, Ashoka Bhoopal Chambers
S P Road, Secunderabad – 500003

By the Order of the Board of Directors
For Transport Corporation of India Ltd

Place : Gurgaon
Date : 3rd January, 2015

Archana Pandey
Company Secretary & Compliance Officer
Membership No. : A23884



Transport Corporation of India Limited

CIN: L70109TG1995PLC019116

Regd. Office : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500003

Corp. Off.: TCI House, 69 Institutional Area, Sector-32, Gurgaon-122 001

Tel: +91 124 2381603-07 Fax: +91 124 2381611 E-mail : secretarial@tcil.com, Web: www.tcil.com

ATTENDANCE SLIP

DP.ID*	
Client ID*	

Master Folio No.	
No. of Shares held	

I hereby record my presence at the Extraordinary General Meeting of the Company on Thursday, the 29th 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

Member's/Proxy's name in Block Letter

* Applicable for shareholders holding shares in electronic form.

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

- NOTE:**
- Please fill in this attendance slip and hand it over at the ENTERANCE OF THE HALL.
 - NO GIFTS WILL BE DISTRIBUTED AT THE EGM.



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CIN: L70109TG1995PLC019116

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PROXY FORM (Form No. MGT-11)

[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 Extraordinary General Meeting of the Company to be held on Thursday, the 29th 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 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution no.	Description	For*	Against*
I	Preferential issue of Equity Shares		

Signed this ____ day of ____ 2015

Signature of Shareholder(s):

Signature of Proxy holder(s):

Notes:

- * Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- * A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- * This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500003, not later than FORTY-EIGHT HOURS before the commencement of the aforesaid Meeting.

Affix
Re. 1/-
Revenue
Stamp