

## Notice of Annual General Meeting

**NOTICE** is hereby given that the 19<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 23<sup>rd</sup> day of July, 2014 at 10:30 A.M. at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit & Loss A/c for the financial year ended 31<sup>st</sup> March 2014, 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. S N Agarwal (DIN: 00111187), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Urmila Agarwal (DIN: 00818165), who retires by rotation and, being eligible, offers herself 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 Royal Kingdom of Nepal for the year 2014-15 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 Financial Year 2014-15 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 the provisions of section 62(1)(b) & Section 149(9) and all other applicable provisions, of the Companies Act, 2013, (the 'Act'), the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (the 'Guidelines') (including any amendment thereto or re-enactment thereof for the time being in force), Clause 49 (II)(C) of the Listing Agreement and the Articles of Association of the Company and subject to such approvals, permissions, sanctions and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee including Compensation/Nomination & Remuneration Committee of the Board) to modify the Employee Stock Option Scheme-2006 (ESOS- 2006) for the limited purpose of removing Independent Directors from the category of eligible employees as defined under the Scheme.  
**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard.  
**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to delegate all or any of the powers vested in it under this resolution to the Compensation/Nomination & Remuneration Committee or such Committee of the Board, as may be formed by the Board from time to time."
9. 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 the M/s Bigshare Services Private Limited, 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 Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. 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 to do all such acts, deeds and things as may be necessary to give effect to this resolution."
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. S M Datta (DIN:00032812), who was appointed as a Director liable to retire by

rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. O Swaminatha Reddy (DIN:00006391), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal - Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution.”

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. K S Mehta (DIN:00128166), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution.”

13. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into by & between the stock exchanges and the Company, Mr. Ashish Bharat Ram (DIN:00671567), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 02 (two) consecutive years for a term up to the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company in the calendar year 2016.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution.”

14. 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 180 (1)(a) and other applicable provisions of the Companies Act, 2013 & rules made thereunder including any modification or re-enactment thereof, if any, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company of such Mortgages, Charges and hypothecations in addition to the existing Mortgages, Charges and hypothecations created by the Company on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to takeover substantial assets of the Company in certain events in favor of the Banks, Financial Institutions, Trustees, other agencies to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and /or securities linked to equity shares and/or rupee or foreign currency, convertible bonds and/ or bonds with detachable share warrants, as permitted (hereinafter collectively referred to as Loans) and/or secured Loan(s) together with interest and all the monies payable by the Company in connection therewith.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing

Director (DIN:00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby authorized, jointly and severally to finalize the documents for creating the aforesaid Mortgages & Charges and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

15. 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 180 (1)(c) and other applicable provisions of the Companies Act, 2013 & Rules made thereunder (the Act) including any modification or re-enactment thereof, if any, consent be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of money on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary Loan obtained/to be obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, not set apart from any specific purpose provided however that the total monies so borrowed including the money already borrowed shall not exceed Rs. 600 crores (Rupees Six Hundred Crores) excluding interest at any time.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby authorized, jointly and severally to do all such act, deeds and things as may be necessary to give effect to this resolution.”

16. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of section 181 and other applicable provisions if any, of the Companies Act, 2013 & Rules made thereunder (the Act) including any modification or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, or benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business the Company or the welfare of its employee, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding to Rs. 5,00,00,000/- (Rupees Five Crore only) in any financial year, notwithstanding the fact that said amount may exceed 5% of the Company's average net profit during the 03 years immediately preceding the current financial year.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby authorised, jointly and severally to do all such act, deeds and things and to execute and sign all such documents and papers as may be necessary to give effect to this resolution.”

17. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 (the Act) & Rules made thereunder, Mr. Chander Agarwal be and is hereby made a rotational director and that he shall be liable to retire by rotation in terms of applicable provisions of the Act effective from 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** the terms of appointment of Mr. Chander Agarwal, Jt. Managing Director as determined vide shareholders' resolution passed in the Annual General Meeting held on 28th July, 2011 be changed for the limited purpose of giving effect to para 1 of this resolution and that there will be no other change apart from the one mentioned herein.

**RESOLVED FURTHER THAT** Mr. Vineet Agarwal- Managing Director (DIN:00380300), Mr. Chander Agarwal- Joint Managing Director (DIN: 00818139), Mr. Ashish Tiwari-Group Head- Accounts & Taxation (To be designated as Chief Financial Officer (CFO) w.e.f. 1<sup>st</sup> June, 2014) (PAN:ADHPT4172E) & Ms. Archana Pandey, Asst. Company Secretary & Compliance Officer (Membership No: A23884) be and are hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution.”

Place : Gurgaon  
Date : 1<sup>st</sup> June, 2014

**BY Order of the Board**  
**For Transport Corporation of India Ltd**  
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 17 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. **Re-appointment of Directors:** As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors are given at item nos. 10 to 13. Brief bio data of the directors proposed to be re-appointed, 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 19<sup>th</sup> July, 2014 to 23<sup>rd</sup> July, 2014 for determining the shareholders entitlement for dividend for the year ended 31<sup>st</sup> March 2014.
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 29<sup>th</sup> January, 1999, issued by the Registrar of Companies, Andhra Pradesh, 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 / Bigshare.
13. **Listing with Stock Exchanges:** The shares of the Company are at present listed with Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The listing fees in respect of the Financial Year 2014-15 have since been paid to both NSE and BSE.
14. **Unclaimed Dividend:** The unclaimed dividend for the Financial Year 2006-07 (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 29<sup>th</sup> August, 2014, 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 Gurgaon (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. **Voting through Electronic means :** In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the (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 19<sup>th</sup> Annual General Meeting (AGM) of the Company. The Company has appointed Mr. Vasanth Bajaj, Practising Company Secretary (Membership No: FCS 6868), Hyderabad 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 20<sup>th</sup> June, 2014.  
 The e-voting period commences on Thursday, 17<sup>th</sup> July, 2014 (10.00 a.m.) and ends on Saturday, 19<sup>th</sup> July, 2014 (5.00 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 AGM and Annual Report. Your Folio No./ 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.
    - 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 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 mentioned overleaf. You may also choose the option "ABSTAIN" and the 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\_tci@vkbajassociates.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\_EVEN NO"
- B) In case a Member receives physical copy of the Notice of AGM [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 PA 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 AGM.
- F) The Results shall be declared on the Annual General Meeting (AGM) of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.tcil.com](http://www.tcil.com)) and on the website of Karvy within two (2) days of passing of the resolutions at the AGM of the Company on 23<sup>rd</sup> July, 2014 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 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 Royal Kingdom 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 2014-15. They have also expressed their willingness to be re-appointed as Branch Auditors for the Financial Year 2014-15.

Your Directors recommend the appointment of M/s. K.B. Chitracar & Co., Chartered Accountants, as Branch Auditors for the Financial Year 2014-15 and request the shareholders to pass the resolution as Ordinary Resolution.

None of the other 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. Pursuant to the provisions of Companies Act, 1956 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 2014-15.

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 other 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

The Shareholders in their meeting held on 23<sup>rd</sup> October, 2006, had approved the Employee Stock Option Scheme (ESOS-2006), aimed at rewarding the employees of the Company for their continuous hard work, dedication and support. It was introduced to motivate the employees and to retain the prized manpower of the Company.

Since then, the Scheme has helped the Company to attract the best talent available in the market. Stock Options have assisted in creating a common sense of ownership between the Company and its employees and thus paving the way for a unified approach to the common objective of enhancing overall shareholders' value.

At present, this Scheme covers all the employees & directors of the Company as well as employees of its subsidiaries. However, as per Section 149 (9) of the Companies Act, 2013 and the Clause 49 (II)(C) of the amended Listing Agreement, the Independent Directors are not eligible for Stock Options of the Company.

In line with the above, it is proposed to amend the existing ESOS Scheme of the Company and revise the definition of eligible directors accordingly.

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

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

#### ITEM NO.9

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 1/10<sup>th</sup> 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.

Being a listed entity, the above mentioned documents of the company are kept with the Registrar & Share Transfer Agent (RTA) of the Company & as per aforementioned provisions, the Registrar & Share Transfer Agent should be having at a place wherein 1/10<sup>th</sup> or more of the no. of shareholders of the Company reside.

Further, at present, the maximum no. of shareholders of the Company reside in Mumbai and it is the only city wherein the prescribed criteria is met.

Accordingly, it is proposed to keep the register of Members and related documents at the premises of Registrar & Share Transfer Agent of the Company, M/s Bigshare Services Private Limited, Mumbai.

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

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

#### ITEM NOS. 10 to 13

Pursuant to Section 149 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 (II) (B) (3) of the Listing Agreement, an independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for another term of upto five consecutive years on passing of a special resolution by the company.

Further as per Listing Agreement, a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

In view of the above provisions, it is hereby proposed to appoint Mr. S M Datta, Mr. O Swaminatha Reddy and Mr. K S Mehta for a term of next five years by passing Special Resolution.

Further, since Mr. Ashish Bharat Ram has been associated with the Company since 2011, it is proposed to appoint him for remaining period of 2 years by way of Ordinary Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out under item nos. 10 to 13 to this Notice.

#### ITEM NOS. 14 & 15

The members of the Company in pursuance of the provisions of Section 293(1)(d) & (a) of the erstwhile Companies Act, 1956 on 30<sup>th</sup> October, 2006 and 14<sup>th</sup> October, 1998 respectively had approved:

- (i) Borrowing monies on behalf of the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of paid up capital of the Company and its free reserves, subject to total outstanding amount so borrowed not exceeding a sum of Rs. 500 crores at any point of time; and
- (ii) Creation of mortgage, Charge and hypothecations for the said borrowing, as security by way of mortgage/hypothecation on the Company's assets including all the moveable and immovable properties of the company, present and future wheresoever situated, in favor of Financial/Investment Institution(s)/Bank(s) thereon to secure the loan(s) and/or other fund/non-fund based credit facilities.

The relevant resolutions under erstwhile Companies Act, 1956 were passed by way of Ordinary Resolution.

However, after notification of the Companies Act, 2013, the erstwhile Companies Act, 1956 stands replaced with the Companies Act, 2013 & the corresponding Section 180(1)(a) & (c) of the new Act necessitates passing of this resolution by way of Special Resolution.

Further, in view of the Company's ambitious expansion and diversification plans on the anvil, it is proposed to enhance its borrowing limits from the present Rs. 500 Crores to Rs. 600 Crores.

The Board of directors recommends these resolutions for approval of the members by way of Special Resolution.

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

**ITEM NO. 16**

The shareholders had granted its approval to the Board of Directors pursuant to the provisions of section 293 (1)(e) of the erstwhile Companies Act, 1956 wherein a Company could contribute/donate only upto Rs. 50,000 or 5% of the Company's average net profit as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three years immediately preceding the current Financial Year, whichever is greater until such approval was accorded.

The relevant resolution under Section 293(1)(e) of the erstwhile Companies Act, 1956 was passed by way of Ordinary Resolution in the Annual General Meeting of the Company held on 26<sup>th</sup> July, 2012.

However, after notification of the Companies Act, 2013, the erstwhile Companies Act, 1956 now stands replaced with the Companies Act, 2013. Hence, now it is proposed to pass requisite resolution under the new Act while the limit of donation be retained to a maximum of Rs. 05 Crores a year.

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

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

**ITEM NO. 17**

As per Section 152 (6) of the Companies Act, 2013, unless the articles provide for the retirement of all directors at every annual general meeting, not less than 2/3<sup>rd</sup> of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and they shall be appointed by the company in general meeting.

Further, Section 149 (13) of the Act states that the above provisions related to retirement of directors by rotation shall not be applicable on the Independent Directors.

As per the above provisions, the Company needs to have atleast 04 directors whose office shall be liable to retire by rotation. However, as explained above, since the Independent Directors have been excluded from the purview of the rotational directors, the total no. of directors who are falling into rotation period has, at present, fallen to 03.

In view of the above, the Company needs another rotational director on the Board of the Company to meet the compliance norms as prescribed under the Act. Therefore, it is proposed to appoint Mr. Chander Agarwal, Joint Managing Director, as rotational one and change his terms of appointment accordingly. It may kindly be noted that Mr. Chander Agarwal was appointed as whole time director by the shareholders of the Company in their meeting held on 28<sup>th</sup> July, 2011 for a period of 05 five years i.e. upto 19<sup>th</sup> September, 2016.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out under item no. 17 to this Notice.

Place : Gurgaon  
Date : 1<sup>st</sup> June, 2014

**BY Order of the Board**  
**For Transport Corporation of India Ltd**  
Archana Pandey  
Company Secretary & Compliance Officer





## A BRIEF PROFILE OF THE DIRECTORS TO BE RE-APPOINTED

### **Mr. S N Agarwal- Director**

Mr. S N Agarwal has over 43 years of rich experience in various industries including logistics. A magna cum laude graduate in management from Davenport College of Business, US. Mr. Agarwal also holds an Advance Management Program (AMP) certificate from Harvard Business School, USA

### **Mrs. Urmila Agarwal- Director**

Mrs. Urmila Agarwal with over two decades of expertise and knowledge about the garment manufacturing sector, Mrs. Urmila Agarwal is the brain behind the origin of TCI EXIM, one of the upcoming Garment manufacturing companies in India. A successful entrepreneur, a philanthropist and an excellent homemaker, Mrs. Agarwal has accomplished laurels in every sphere of life.

### **Mr. S M Datta -Chairman**

Mr. S M Datta has more than 53 years of experience in the engineering and technology sector. He graduated with Honours in Chemistry from the Presidency College, Calcutta and obtained a post graduate degree in Science & Technology from Calcutta University. He is a Chartered Engineer, Fellow of the Institution of Engineers, Fellow of the Indian Institute of Chemical Engineers, Member, Society of Chemical Industry (London) and Honorary Fellow of All India Management Association.

### **Mr. O Swaminatha Reddy-Director**

Mr. O. Swaminatha Reddy, a Financial and Management consultant, known for his acumen in corporate finance, has over 57 years of experience. He is a Commerce graduate and fellow member of The Institute of Chartered Accountants of India, New Delhi.

### **Mr. K S Mehta- Director**

Mr. K S Mehta is a renowned Chartered Accountant in practice with approx 39 years of experience. He is Fellow Member of the Institute of Chartered Accountants of India and Associate member of the Institute of Chartered Secretaries and Administrations, London.

### **Mr. Ashish Bharat Ram- Director**

Mr. Ashish Bharat Ram is the Managing Director of the SRF Group based out of India. He is Bachelor of Economics from Delhi University. He subsequently worked for Toyota Motor Corporation in Japan as well as American Express Bank in India before completing his MBA from Cornell University in USA.

On his return, he joined the SRF Group and worked in various functions and locations before taking over in his present assignment. Mr. Bharat Ram is a member of the Young Presidents Organization (YPO) Delhi Chapter.





## Details of Directors Seeking Re-appointment

Particulars	Mr. S N Agarwal	Mrs. Urmila Agarwal	Mr. S M Datta	Mr. O Swaminatha Reddy	Mr. K S Mehta	Mr. Ashish Bharat Ram
<b>Date of Birth</b>	15 <sup>th</sup> January, 1945	28 <sup>th</sup> September, 1952	1 <sup>st</sup> July, 1936	25 <sup>th</sup> December, 1946	15 <sup>th</sup> January, 1946	31 <sup>st</sup> December, 1968
<b>Qualification</b>	MBA, Davenport College of Business, US	Graduate	B.Sc (H), Chartered Engineer	Chartered Accountant	Chartered Accountant, ICSC	MBA, Cornell University, US
<b>Expertise in specific Functional Area</b>	43 years of rich experience in various industries including logistics	Over two decades of expertise & knowledge about the garment manufacturing sector	More than 53 years of experience in the engineering and technology sector	A Financial and Management consultant known for his acumen in the corporate finance, has over 57 years of experience	A renowned CA in practice, has approx 39 years of experience in corporate restructuring and project finance	Managing Director of the SRF Group based out of India & a vastly experienced industrialist
<b>Directorship held in other Companies</b>	Bhoruka Gases Ltd.	Nil	Castrol India Ltd.	TCI Developers Ltd.	Radico Khaitan Ltd.	SRF Ltd.
	TCI Industries Ltd.		Philips Electronics India Ltd.	Sagar Cements Ltd.	Kothari Industrial Mgt. Company Ltd.	Kama Holding Ltd.
	Bhoruka Power Corp. Ltd.		IL & FS Investment Managers Ltd.	TCI Finance Ltd.	IFCI Venture Capital Funds Ltd.	SRF Holiday Home Ltd.
	Kirloskar Electric Co. Ltd.		Peerless Gen. Fin. & Inv. Co. Ltd.	Sagar Power Ltd.		SRF Fluorochemicals Ltd.
	Pharmed Ltd.		Peerless Hotels Ltd.	K.C.P.Ltd.		Shri Educare Ltd.
	Bhoruka steel and services Ltd.		Zodiac Clothing Company Ltd.	Bhagyanagar India Ltd.		SRF Polymers Investments Ltd.
	Bhoruka Agro Business Pvt. Ltd.		Atul Ltd.	Surana Ventures Ltd.		KHL Investments Ltd.
	Bhuruka Gases Investments India Pvt Ltd.		Bhoruka Power Corporation India Ltd.	K.M. Power Pvt. Ltd.		Srishti Westend Green Farms Pvt. Ltd.
	Bhoruka Power Inv. India Pvt Ltd.		Rabo India Finance Ltd.	Thembu Power Pvt. Ltd.		Rose Farms Delhi Pvt. Ltd.
	Bhoruka Steel Holdings Pvt. Ltd.		Speciality Restaurants Ltd.	EPR Gene Technologies Pvt. Ltd.		Lotus Estates Pvt. Ltd.
	Bhoruka Park holdings Pvt. Ltd.		Door Sabha Nigam Ltd.	EPR Pharmaceuticals Pvt. Ltd.		Orange Farms Pvt. Ltd.
	Bhoruka Steel Investments India Pvt Ltd.		Peerless Fin. Products Distribution Ltd.	E.P.R. Centre for Cancer Research & Biometrics Pvt. Ltd.		
	Prabhu Structures Holdings Pvt Ltd.		Chandras Chemical Enterprises (Pvt.) Ltd.			
	Bhoruka Park Investments India Pvt Ltd.		SMD Management Consultants Pvt. Ltd.			
	Prabhu Structures Investment India Pvt Ltd.					
Bhoruka Cogen Power Pvt. Ltd.						
<b>Memberships/ Chairmanships of committees of other companies</b>	<b>Audit Committee</b>		<b>Audit Committee</b>	<b>Audit Committee</b>	Nil	<b>Audit Committee</b>
	Kirloskar Electric Co. Ltd.#		Castrol India Ltd.	Sagar Cement Ltd.#		Shri Educare Ltd.
			Peerless Gen. Fin. & Inv. Co. Ltd.	KCP Ltd.#		<b>Shareholders'/Investors' Grievance Committee</b>
			Rabo India Fin. Ltd.	Bhagyanagar India Ltd.#		SRF Ltd.
			Tata Trustee Co. Ltd.#	Surana Venture Ltd.#		KAMA holding Ltd.#
			Bhoruka Power Corp. Ltd.#	TCI Developers Ltd.		
			IL & FS Investment Managers Ltd.			
			<b>Shareholders'/Investors' Grievance Committee</b>			
		Castrol India Ltd.#				
		IL & FS Investment Managers Ltd.				
<b>Number of shares held in the Co.</b>	930***	1850591	Nil	Nil	Nil	Nil

\*Excludes foreign companies, Section 25 Companies under erstwhile Companies Act, 1956/Section 8 Companies under Companies Act, 2013.

\*\* Includes only Audit Committee & Shareholders/Investors Grievance Committee

\*\*\*Held through relatives #Chairman of the Committee



## Transport Corporation of India Limited

CIN: L70109AP1995PLC019116

Regd. Office : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chamber, S P Road, Secunderabad – 500003  
Web: www.tcil.com, E-mail ID : secretarial@tcil.com , Tel: +91-124-2381603-07

### ATTENDANCE SLIP

DP.ID*	
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Master Folio No.	
------------------	--

Client ID*	
------------	--

No. of Shares held	
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I hereby record my presence at the 19<sup>th</sup> Annual General Meeting of the Company at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, I I-6-841, Red Hills, Hyderabad-500004, on Wednesday, the 23<sup>rd</sup> July, 2014 at 10.30 A.M.

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 ENTERANCE OF THE HALL.
  - NO GIFTS WILL BE DISTRIBUTED AT THE AGM.



## Transport Corporation of India Limited

CIN: L70109AP1995PLC019116

Regd. Office : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chamber, S P Road, Secunderabad – 500003  
Web: www.tcil.com, E-mail ID : secretarial@tcil.com , Tel: +91-124-2381603-07

### PROXY FORM (Form No. MGT-I I)

[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 19<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 23<sup>rd</sup> July, 2014 at 10.30 a.m. at Surana Udyog Hall, The Federation of Andhra Pradesh Chambers of Commerce and Industry, I I-6-841, Red Hills, Hyderabad-500004 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:



Resolution No.	Description	For*	Against*
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2014.		
2	Declaration of Final dividend, (If any).		
3	Re-appointment of Mr. S N Agarwal as Director.		
4	Re-appointment of Mrs. Urmila Agarwal as Director.		
5	Re-appointment of M/s R S Agarwala & Co., the Statutory Auditors of the Company.		
6	Re-appointment of M/s. K B Chitrakar & Co., Chartered Accountants, Kathmandu as the Branch Auditors of the Company.		
7	Re-appointment of M/s R S Agarwala & Co., Chartered Accountants Bangalore, as the Branch Auditors of the Company.		
8	To amend Employee Stock Option Scheme- 2006.		
9	Authorization to keep Register of Member & other related documents at a place other than Regd. office of the Company.		
10	Appointment of Mr. S M Datta as an Independent Director of the Company for a term of upto five years.		
11	Appointment of Mr. O S Reddy as an Independent Director of the Company for a term of upto five years.		
12	Appointment of Mr. K S Mehta as an Independent Director of the Company for a term of upto five years.		
13	Appointment of Mr. Ashish Bharat Ram as an Independent Director of the Company for a term of up to two years.		
14	Authorization to Board to create Charges/mortgages in favour of Financial Institutions, Banks etc.		
15	Authorization to Board to borrow money upto Rs. 600 crores from Financial Institutions, Banks etc.		
16	Authorization to Board under section 181 of the Companies Act, 2013 up to an Amount of Rs. 5 crores.		
17	To change terms of appointment of Mr. Chander Agarwal Jt. Managing Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

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 Chamber, S P Road, Secunderabad – 500003, not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Affix  
Re. 1/-  
Revenue  
Stamp

