



LEADER IN EXPRESS

August 2, 2017

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street - Mumbai- 400001

Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

Scrip Code: 540212

Scrip Symbol: TCIEXP

Sub: Disclosure of the voting results of the 9th Annual General Meeting alongwith Consolidated Scrutinizer's Report

Dear Sir/ Madam,

In furtherance to our letter dated August 1, 2017, intimating about the proceedings of the 9th Annual General Meeting of the Company held on Tuesday, August 1, 2017 at 11:30 a.m. at Salon II & III, Basement 1, Park Hyatt Hyderabad, Road No 2, Banjara Hills, Hyderabad – 500034, Telangana, we are now pleased to submit the following documents-

- Consolidated Voting Results (Remote E-voting & Poll) in the format prescribed under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 attached as **Annexure I**.
- Consolidated Report of the Scrutinizer on the Remote E-voting and Poll conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 attached as **Annexure II**.

Further, the referred documents are also being uploaded on our website.

Hope you shall find the above in order & request you to take it on records.

Thanking you,

Yours faithfully,
For TCI Express Limited

Vinay Gujral
Company Secretary & Compliance Officer
Encl.: As above



TCI Express Limited (formerly TCI Properties (Pune) Limited)

CIN: U62200TG2008PLC061781

Corporate Office: TCI House, Plot No. 69, Sector 32, Institutional Area, Gurugram – 122001, Haryana, India

Tel.: +91-124-2384090-94 • Fax: +91-124-2382113 • Email: info@tcipress.in • Website: www.tciexpress.in

Registered Office: Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500003 • Tel.: +91 40 27840104

A TCI Company

TCI EXPRESS LIMITED	
Date of the AGM/EGM	01-08-2017
Total number of shareholders on record date	25974
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017 & the report of Board of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	25314773	99.9845	25314773	0	100	0.0000
	Poll		0	0.0000	00	0	0.00	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25314773	99.9845	25314773	0	100	0
Public- Institutions	E-Voting	3837925	3205588	83.5240	3205588	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3205588	83.524	3205588	0	100	0
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2126978	0	100.0000	0.0000
	Poll		1496	0.0164	1496	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2128474	23.3076	2128474	0	100	0
	Total	38288725	30648835	80.0466	30648835	0	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare Final Dividend on Equity Shares @40% (Re. 0.80 per equity share of Rs. 2/- each)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	25314773	99.9845	25314773	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25314773	99.9845	25314773	0	100	0
Public- Institutions	E-Voting	3837925	3205588	83.5240	3205588	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3205588	83.524	3205588	0	100	0
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2126978	0	100.0000	0.0000
	Poll		1494	0.0164	1494	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2128472	23.3076	2128472	0	100	0
	Total	38288725	30648833	80.0466	30648833	0	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Vineet Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	9483866	37.4580	9483866	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9483866	37.458	9483866	0	100	0
Public- Institutions	E-Voting	3837925	3205588	83.5240	3205588	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3205588	83.524	3205588	0	100	0
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2126978	0	100.0000	0.0000
	Poll		1496	0.0164	1496	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2128474	23.3076	2128474	0	100	0
	Total	38288725	14817928	38.7005	14817928	0	100.0000	0.0000



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s R.S. Agarwala & Co., the Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	25314773	99.9845	25314773	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25314773	99.9845	25314773	0	100	0
Public- Institutions	E-Voting	3837925	3205588	83.5240	2045824	1159764	63.8205	36.1794
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3205588	83.524	2045824	1159764	63.8206	36.1794
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2126978	0	100.0000	0.0000
	Poll		1494	0.0164	1494	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2128472	23.3076	2128472	0	100	0
	Total	38288725	30648833	80.0466	29489069	1159764	96.2160	3.7840



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mrs. Taruna Singhi as Non-Executive Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	25314773	99.9845	25314773	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25314773	99.9845	25314773	0	100	0
Public- Institutions	E-Voting	3837925	3205588	83.5240	3205588	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3205588	83.524	3205588	0	100	0
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2126978	0	100.0000	0.0000
	Poll		1494	0.0164	1494	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2128472	23.3076	2128472	0	100	0
	Total	38288725	30648833	80.0466	30648833	0	100.0000	0.0000



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for Material Related Party Transactions							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	1153455	4.5500	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	25318690	1153455	4.55	0	0	0	0
Public- Institutions	E-Voting	3837925	3205588	83.5240	3205588	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	3837925	3205588	83.524	3205588	0	100	0
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2080978	0	97.837	0.0000
	Poll		1494	0.0164	1159	335	77.5769	22.4230
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	9132110	2128472	23.3076	2082137	335	97.8231	0.0157
	Total	38288725	6487515	16.9437	5287725	335	81.5062	0.0052

*1199455 votes considered as invalid.

Amal



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of remuneration of Managing Director in excess of 5% of the net profit							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25318690	3819236	15.0847	3819236	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3819236	15.0847	3819236	0	100	0
Public- Institutions	E-Voting	3837925	3075089	80.1237	1296371	1778718	42.1571	57.8428
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3075089	80.1237	1296371	1778718	42.1572	57.8428
Public- Non Institutions	E-Voting	9132110	2126978	23.2912	2126903	75	99.9964	0.0035
	Poll		1496	0.0164	1161	335	77.6069	22.3930
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2128474	23.3076	2128064	410	99.9807	0.0193
Total		38288725	9022799	23.5652	7243671	1779128	80.2819	19.7181





VK Bajaj & Associates

Company Secretaries

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

TCI Express Limited

1-8-271 To 273, Flat No. 306 & 307, 3rd Floor,

Ashoka Bhoopal Chambers, S.P. Road,

Secunderabad – 500 003

Dear Sir,

1. I, Vasanth Kumar Bajaj, Company Secretary in Practice, have been appointed by the Board of Directors of **TCI Express Limited** (The Company) as a Scrutinizer for the purpose of Scrutinizing the remote e-voting/voting at AGM for ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 9th Annual General Meeting (AGM) of the Members of the Company, held on **Tuesday, 01st August, 2017** at 11:30 A.M. at Salon II & III, Basement 1, Park Hyatt Hyderabad, Road No. 2, Banjara Hills, Hyderabad - 500 034.
2. The notice dated 23rd May, 2017 convening the 09th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company held on 01st August, 2017. The Company has also provided Voting option to the shareholders present at this Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and ballot voting at AGM on the resolutions contained in the notice



Flat No. 205, Gupta Towers
H.No. 3-5-1111/5 to 13
Kachiguda X Road, Hyderabad - 500 029
Tel / Fax : 91 - 40 66665933
E-mail : info@vkbajajassociates.com

to the 09th Annual General Meeting (AGM) of the members of the Company, my responsibility is to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorised agency to provide e-voting facilities, engaged by the Company and based on physical ballots submitted by shareholders at AGM.

4. Further to the above, I submit my report as under:

- i. The e-voting remained open from Saturday, 29th July, 2017 (10:00 A.M.) to Monday, 31st July, 2017 (5:00 P.M.).
- ii. The members of the Company as on the "cut-off" date i.e., Wednesday, 26th July, 2017 were entitled to vote on the resolutions as set out in the notice of the 09th Annual General Meeting (AGM) of the Company.
- iii. The votes cast under remote e-voting facility were thereafter unblocked in the presence of 2 witnesses, Ms. Jyothi Sarda and Ms. Divya Daga who are not in the employment of the Company after completion of counting of votes cast at Annual General Meeting.
- iv. Thereafter the consolidated details containing *inter alia*, list of equity shareholders, who voted "for", and "against" on each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e., <https://evoting.karvy.com/>.
- v. The results of the e-voting is enclosed as Annexure - A

Thanking you

For V K Bajaj & Associates
Company Secretaries


Vasanth Kumar Bajaj
Company Secretary
CP No. 5827



Date: 02.08.2017
Place: Hyderabad



Annexure - A

RESULTS OF REMOTE E-VOTING & VOTING AT AGM:

Resolution No. 1 of the Notice:

Ordinary Resolution for consideration and adoption of audited financial statements and the report of the Board of Directors' & Auditors' for the financial year ended 31st March, 2017:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	93	30647339	99.99
Voting at AGM	36	1496	0.01
Total No. of Votes Cast	129	30648835	100.00

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

Resolution No. 2 of the Notice:

Ordinary Resolution for declaration of Final Dividend on Equity Shares @ 40% (Re. 0.80 per equity share of Rs. 2/- each):

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	93	30647339	99.99
Voting at AGM	35	1494	0.01
Total No. of Votes Cast	128	30648833	100.00



ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

Resolution No. 3 of the Notice:

Ordinary Resolution for appointment of a Director in place of Mr. Vineet Agarwal, who retires by rotation and being eligible, offers himself for re-appointment:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	84	14816432	99.98
Voting at AGM	36	1496	0.02
Total No. of Votes Cast	120	14817928	100.00

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0



Resolution No. 4 of the Notice:

Ordinary Resolution for ratification of appointment of M/s. R S Agarwala & Co., statutory auditors of the Company and to fix their remuneration:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No. of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	84	29487575	96.21
Voting at AGM	35	1494	0.01
Total No. of Votes Cast	119	29489069	96.22

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No. of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	9	1159764	3.78
Voting at AGM	0	0	0
Total No. of Votes Cast	9	1159764	3.78

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No. of Votes cast (Shares)	Remarks
Remote E-Voting	0	0	-
Voting at AGM	0	0	-
Total No. of Votes Cast	0	0	-

Resolution No. 5 of the Notice:

Ordinary Resolution for appointment of Mrs. Taruna Singhi as Independent Director for a period of 5 consecutive years from 31st January, 2017 to 30th January, 2022:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	93	30647339	99.99
Voting at AGM	35	1494	0.01
Total No. of Votes Cast	128	30648833	100.00



ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

Resolution No. 6 of the Notice:

Ordinary Resolution for Approval for Related Party Material Transactions:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	76	5286566	99.97
Voting at AGM	34	1159	0.02
Total No. of Votes Cast	110	5287725	99.99

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	0	0	0.00
Voting at AGM	1	335	0.01
Total No. of Votes Cast	1	335	0.01

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	3	1199455	-
Voting at AGM	0	0	-
Total No. of Votes Cast	3	1199455	-



Resolution No. 7 of the Notice:

Special Resolution for approval of remuneration to Managing Director in Excess of 5% of the Net Profits:

i) Votes cast in favour of the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	56	7242510	80.27
Voting at AGM	35	1161	0.01
Total No. of Votes Cast	91	7243671	80.28

ii) Votes cast against the resolution:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	% of Total No. of Valid Votes Cast
Remote E-Voting	25	1778793	19.72
Voting at AGM	1	335	0.00
Total No. of Votes Cast	26	1779128	19.72

iii) Invalid Votes:

Voting Method	No. of members / proxies voted	No of Votes cast (Shares)	Remarks
Remote E-Voting	0	0	0
Voting at AGM	0	0	0
Total No. of Votes Cast	0	0	0

Date: 02.08.2017
Place: Hyderabad

For V K Bajaj & Associates
Company Secretaries


Vasanth Kumar Bajaj
Company Secretary
CP No. 5827