

**Date:** October 04, 2024

**BSE Limited**

Department of Corporate Relations  
Pheroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001  
**(SCRIP CODE - 532349)**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex, Mumbai - 400 051  
**(Symbol - TCI)**

Dear Sir/ Madam,

**Sub: Extinguishment of 13,33,333 fully paid-up equity shares having a face value of INR 2/- each (“Equity Shares”) of Transport Corporation of India Limited (“Company”), on a proportionate basis through tender offer route (“Buyback”), pursuant to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”).**

This is in regard to the captioned Buyback and is in continuation of the public announcement dated August 26, 2024 which was published on August 27, 2024 (“**Public Announcement**”), the letter of offer dated September 06, 2024 (“**Letter of Offer**”), the advertisement dated September 06, 2024, that was published on September 07, 2024, in certain newspapers (“**First Advertisement**”), the advertisement dated September 16, 2024 that was published on September 17, 2024, in certain newspapers (“**Second Advertisement**”) and post buyback public advertisement dated September 24, 2024 that was published on September 25, 2024.

Pursuant to Regulations 11 and 24(iv) of the Buyback Regulations, this is to inform you that the Company has extinguished 13,33,333 Equity Shares of which 13,33,284 Equity Shares were in dematerialized form and 49 Equity Shares were in physical form.

In view of the above, please see below the reconciliation of the share capital of the Company, pre and post extinguishment:

Sr. No.	Particulars	No. of Equity Shares	Amount (in INR)
1.	<b>Pre-extinguishment:</b> Issued, subscribed and fully paid-up share capital	7,78,76,205 Equity Shares of INR 2/- each	15,57,52,410
2.	<b>Less:</b> Equity Shares bought-back and credited to the account of the Company		
	a) Dematerialized Form	13,33,284	26,66,568
	b) Physical Form	49	98
3.	<b>Post extinguishment:</b> Issued, subscribed and fully paid-up share capital	7,65,42,872 Equity Shares of INR 2/- each	15,30,85,744

We further enclose:

- (i) Copy of the letter dated 30<sup>th</sup> September, 2024 received from Central Depository Services (India) Limited confirming the extinguishment of 13,33,284 Equity Shares held in dematerialized form as **Annexure A;**
- (ii) Copy of letter dated 27<sup>th</sup> September, 2024 received from Kfin Technologies Limited (RTA of the Company) confirming extinguishment of 49 Equity Shares held in physical form as **Annexure B;**

**Transport Corporation of India Limited**

Corporate Office : TCI House, 69, Institutional Area, Sector-32, Gurugram -122001, Haryana (India)  
Ph. No.: +91 124-2381603, Fax: +91 124-2381611 E-mail : corporate@tcil.com Web : www.tcil.com  
Regd. Office:- Flat Nos. 306 & 307, I-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)  
Tel: +91 40 27840104 Fax: +91 40 27840163  
CIN : L70109TG1995PLC019116



- (iii) Certified true copy of the certificate dated 4<sup>th</sup> October, 2024 confirming the particulars of the 13,33,333 Equity Shares extinguished and destroyed, in compliance with Regulation 11 of the Buyback Regulations as **Annexure C**; and
- (iv) The pre and post Buyback shareholding pattern of the Company as **Annexure D**.

Capitalised terms used and not defined herein shall have the meaning ascribed to them in the Letter of Offer.

We request you to kindly take the above on record.

Thanking you,  
For **Transport Corporation of India Limited**

ARCHANA PANDEY  
Digitally signed by  
ARCHANA PANDEY  
Date: 2024.10.04  
10:25:45 +05'30'

Archana Pandey  
**Company Secretary & Compliance Officer**

**Encl.:** as above

**Transport Corporation of India Limited**

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# Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2024-25/CA-608579.003

September 30 , 2024

**The Company Secretary,  
Transport Corporation Of India Limited**  
Tci House,  
69, Institutional Area  
Sector - 32, Gurgaon, Haryana,  
India - 122007

Dear Sir,

**Sub:- Buyback**

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
608579.003	Debit ISIN INE688A01022	Transport Corporation Of India Limited - New Equity Shares Of Rs. 2/- After Split	27-Sep-2024	1	1333284

Thanking you,

Yours faithfully,  
For **Central Depository Services (India) Limited**

**Vinifer T Kodia**  
Asst. Vice President-Operations

c.c **Kfin Technologies Limited**

Digitally signed by VINIFER TEHMTON KODIA  
Date: 2024.09.30 13:01:41 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi  
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : [www.cdslindia.com](http://www.cdslindia.com)

27<sup>th</sup> September, 2024

To

Company Secretary  
Transport Corporation of India Limited  
TCI House  
69, Institutional Area  
Sector -32,  
Gurgaon 122 001

Subject : Transport Corporation of India Ltd – Buyback of shares

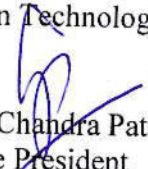
Dear Sir / Madam,

We are confirming that, extinguishment for 49 physical shares has been executed by RTA/Company.

This is for your information and necessary action.

Thanking you.

For KFin Technologies Limited

  
Ganesh Chandra Patro  
Dy. Vice President

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY  
TRANSPORT CORPORATION OF INDIA LIMITED (“COMPANY”)**

This certificate is being made in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (“Buyback Regulations”).

Pursuant to the public announcement dated August 26, 2024 which was published on August 27, 2024 (“Public Announcement”), the letter of offer dated September 06, 2024 (“Letter of Offer”), the advertisement dated September 06, 2024, that was published on September 07, 2024 (“First Advertisement”), the advertisement dated September 16, 2024 that was published on September 17, 2024 (“Second Advertisement”) and post buyback public advertisement dated September 24, 2024 that was published on September 25, 2024, the tendering period for the buyback of fully paid up equity shares of the Company, having a face value of INR 2/- each (“Equity Shares”), opened on Tuesday, September 10, 2024, and closed on Tuesday, September 17, 2024 (both days inclusive) (“Tendering Period”) to buyback 13,33,333 Equity Shares of the Company .

The following are the details of 13,33,333 Equity Shares bought back by the Company during the Tendering Period and extinguished on September 30, 2024.

**A. Particulars of extinguishment of Equity Shares bought back in dematerialized form:**

Name of the Depository Participant - (Manager to the Buyback)	DP ID	Company’s client ID	Date of Extinguishment	No. of Equity Shares Extinguished
Ambit Capital Private Limited	12047500	00078212	30.09.2024	13,33,284
Total (A)				13,33,284

**B. Particulars of extinguishment of Equity Shares bought back in physical form:**

Sr. No	Registered Folio No	Certificate No	Distinctive No of Shares	No of Equity Shares Extinguished
1.	0010125	15664	1937936 to 1937984	49
Total (B)				49

**C. Total number of Equity Shares extinguished / destroyed:**

<b>Total number of equity shares extinguished (A+B)</b>	13,33,333
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**D. Reconciliation of share capital as on September 30, 2024:**

SR. NO.	PARTICULARS	AMOUNT (IN INR)
A	<b>AUTHORISED SHARE CAPITAL</b>	
	18,00,00,000 Equity Shares of INR 2/- each	36,00,00,000
	5,00,000 preference shares of INR 10/- each	5,00,00,000
B	<b>ISSUED, SUBSCRIBED AND FULLY PAID UP SHARE CAPITAL PRE</b>	

	<b>BUYBACK</b>	
	7,78,76,205 Equity Shares of INR 2/- each	15,57,52,410
<b>C</b>	<b>ISSUED, SUBSCRIBED AND FULLY PAID UP SHARE CAPITAL POST BUYBACK</b>	
	7,65,42,872 Equity Shares of INR 2/- each	15,30,85,744

It is certified that the aforesaid 13,33,333 Equity Shares of the Company were extinguished in compliance with and in accordance with the provisions of Regulation 11 of the Buyback Regulations.

<p>For Transport Corporation of India Limited</p> <p><b>DHARMPAL AGARWAL</b> Digitally signed by DHARMPAL AGARWAL Date: 2024.10.04 14:46:12 +05'30'</p> <p>Mr D P Agarwal Chairman and Managing Director DIN: 00084105</p> <p>Place: Gurugram Date: October 04, 2024</p>	<p>For Transport Corporation of India Limited</p> <p><b>Vineet Agarwal</b> Digitally signed by Vineet Agarwal Date: 2024.10.04 14:47:12 +05'30'</p> <p>Mr Vineet Agarwal Managing Director DIN: 00380300</p> <p>Place: Gurugram Date: October 04, 2024</p>	<p>For Transport Corporation of India Limited</p> <p><b>ARCHANA PANDEY</b> Digitally signed by ARCHANA PANDEY Date: 2024.10.04 14:45:43 +05'30'</p> <p>Ms Archana Pandey Company Secretary and Compliance Officer Membership No.: A23884</p> <p>Place: Gurugram Date: October 04, 2024</p>
<p>For Vinod Kothari &amp; Company, Practicing Company Secretaries (Secretarial Auditor)</p> <p><b>NITU PODDAR</b> Digitally signed by NITU PODDAR Date: 2024.10.04 15:14:44 +05'30'</p> <p>Nitu Poddar Partner Membership No.: A37398 CP No.:15113 UDIN: A037398F001439942 Peer Review Certificate No.: 4123/2023</p> <p>Place: New Delhi Date: October 04, 2024</p>	<p>For KFin Technologies Limited (Registrar to the Buyback)</p> <p><b>MURALI KRISHNA MALAPAKA</b> Digitally signed by MURALI KRISHNA MALAPAKA Date: 2024.10.04 14:58:34 +05'30'</p> <p>Authorized Signatory Name: M Murali Krishna Designation: Vice President</p> <p>Place: Hyderabad Date: October 04, 2024</p>	

Enclosed:

- Confirmation from Central Depository Services (India) Limited dated 30<sup>th</sup> September, 2024 for extinguishment of Equity Shares in dematerialized form.
- Confirmation from KFin Technologies Limited, Registrar & Share Transfer Agent ("RTA") dated September 27, 2024 for the extinguishment of equity shares in physical form.
- Certificate from Vinod Kothari & Company, Secretarial Auditors dated October 4, 2024 w.r.t extinguishment of Equity Shares bought back.

**CC:**

**Ambit Private Limited (Manager to the Buyback)**

Ambit House, 449, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013, Maharashtra, India

## VINOD KOTHARI & COMPANY

Practicing Company Secretaries

Nukleus, 501 & 501A, 5th floor, Salcon Rasvillas

District Centre, Saket, New Delhi-110017

Phone: 011-41315340

Email: [delhi@vinodkothari.com](mailto:delhi@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

### Secretarial Auditor's Certificate on certificate of extinguishment of Equity Shares bought back by Transport Corporation of India Limited

[pursuant to regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018]

To,  
The Board of Directors,  
Transport Corporation of India Limited  
Flat No. 306 & 307, 1-8-271 to 273, 3rd Floor, Ashoka Bhoopal Chambers,  
S P Road, Secunderabad, Telangana-500003

#### Subject: Certificate of extinguishment of equity shares bought back

Dear Sir/Ma'am,

We, Vinod Kothari & Company, Secretarial Auditor of Transport Corporation of India Limited ("**Company**") for the financial year 2024-25, for the purpose of issuing the Certificate under regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**Buy-Back Regulations**"), have verified the particulars contained in the attached "*Certificate of Extinguishment of Equity Shares bought-back by Transport Corporation of India Limited*" ("**Certificate**") prepared by the Company and relied on the confirmation received from KFin Technologies Limited, Registrar & Share Transfer Agent ("**RTA**"), letter of Central Depository Services (India) Limited ("**CDSL**"), - CDSL/OPS/IPO-CA/2024-25/CA-608579.003 dated September 30, 2024 and email from NSDL regarding updation of capital of the Company post buy-back.

The Company has bought-back 13,33,333 Equity Shares of Rs. 2 each. The Equity Shares so bought back have been extinguished on September 30, 2024.

#### Management's Responsibility

- The Management is responsible for:
  - preparation of the Certificate and maintenance of all accounting and other relevant records and documents, including:
    - obtaining confirmation from National Services Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") for the extinguishment of 13,33,284 equity shares in dematerialized form.
    - obtaining confirmation from the RTA for the extinguishment of 49 equity shares in physical form.
  - ensuring compliance with the Buy-Back Regulations, the Companies Act, 2013 and any other regulations/circulars as may be applicable in relation to buy-back of equity shares and for providing all necessary information to SEBI. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and presentation of the Certificate, and making estimates that are reasonable in the circumstances.

#### Auditor's Responsibility:

- Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Certificate based on the verification of relevant correspondence, records and documents maintained by the Company and furnished to us for that purpose.
- We have performed the following procedures:
  - obtained the transaction statement of the Company's demat account number 1204750000078212, opened and maintained with Ambit Capital Private Limited, Manager of the buy-back, bearing the details of equity shares bought back through the tender offer process using stock exchange mechanism and the corresponding corporate action for extinguishment on September 27, 2024;

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**Kolkata:** 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata – 700017

**Mumbai:** 403-406, 175 Shreyas Chambers, D.N. Road, Fort, Mumbai – 400001

**Bengaluru:** 4, Union Street, Infantry Road, Shivaji Nagar, Bengaluru, Karnataka - 560001



- b. relied on the Management's representations that the Company used only one depository account *i.e.* 1204750000078212 for buy-back of equity shares;
- c. obtained letter from CDSL bearing number CDSL/OPS/IPO-CA/2024-25/CA-608579.003 dated September 30, 2024, confirming the extinguishment of 13,33,284 equity shares, in dematerialised form, bought back. We relied on this letter and performed no independent procedures in this regard;
- d. verified that the number of equity shares extinguished by CDSL tallies with the equity shares debited in the depository account number 1204750000078212, opened and maintained by the Company with Ambit Capital Private Limited;
- e. obtained letter from RTA letter dated September 27, 2024 confirming the extinguishment of 49 equity shares, in physical form, bought back under the buy-back offer;
- f. conducted necessary inquiries with the Management with respect to the process of buy back.

### Opinion

On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the enclosed Certificate prepared u/r 11(iii) of the Buy-Back Regulations are in agreement with the relevant records and documents maintained by the Company as on the date of the Certificate.

### Restriction on use

This certificate is issued solely for the purpose of Regulation 11(iii) of the Buy-Back Regulations. It is for the exclusive use of the Board of Directors for submission to SEBI and the stock exchanges, where the equity shares of the Company are listed. It should not be used for any other purpose without our prior written permission.

**For M/s Vinod Kothari & Company**  
Practicing Company Secretaries  
Unique Code: P1996WB042300

**NITU  
PODDAR**

Digitally signed by NITU  
PODDAR  
Date: 2024.10.04  
14:34:37 +05'30'

**Nitu Poddar**  
Partner

Membership No.: A37398  
CP No.:15113

**UDIN: A037398F001439942**

**Peer Review Certificate No.: 4123/2023**

**Place:** New Delhi

**Date:** October 4, 2024

**Annexure D**

Category of Shareholder	Pre Buy Back#		Post Buy Back*	
	No. of Equity Shares	% of total outstanding Equity Shares	No. of Equity Shares post Buyback*	% of total outstanding Equity Shares
<b>Promoter &amp; Promoter Group and persons acting in concert (A)</b>	5,35,93,516	68.82	52,647,361	68.78
<b>Shareholding of non-promoters (B)</b>				
Foreign Investors (OCBs/ FIIs/ NRIs/ Non-residents/ Non-domestic companies)	28,20,099	3.62	23,895,511	31.22
Indian Financial Institutions/ Banks/ Mutual Funds/ Government Companies	95,80,460	12.30		
<b>Others (Individuals, Bodies Corporate, Employees, etc.)</b>	1,18,82,130	15.26		
<b>Total (A+B)</b>	<b>7,78,76,205</b>	<b>100.00</b>	<b>76,542,872</b>	<b>100.00</b>

# As on the Record Date

\* Post extinguishment of 13,33,333 Equity Shares accepted in the Buyback

ARCHANA  
PANDEY

Digitally signed by  
ARCHANA PANDEY  
Date: 2024.10.04  
10:26:15 +05'30'

**Transport Corporation of India Limited**

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

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

Regd. Office:- Flat Nos. 306 & 307, 1-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

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