



TCI Industries Limited

CIN: L74999TG1965PLC001551

Regd. Off.: 1-7-293, M. G. Road, Secunderabad – 500 003.

Tel.: 040-2784 5613, Fax: 040-2789 4284, Email: tci@mtnl.net.in Website: www.tciil.in

_____, 2016

Dear Shareholder(s),

SUB.: SCHEME FOR DISPOSAL OF SHARES HELD IN PHYSICAL FORM

The Company had allotted Equity Shares in the year 1998, pursuant to the Scheme of Arrangement between TCI Industries Limited (*formerly known as Transport Corporation of India Limited*) (TCIIL), Transport Corporation of India Limited (*formerly known as TCI Industries Limited*) (TCI), Gati Limited (*formerly known as Gati Corporation Limited*) (Gati), Transcorp International Limited (TIL) & their respective shareholders and the Reduction of Capital as approved by the Hon'ble High Court of Andhra Pradesh at Hyderabad. Many shareholders of TCIIL still continue to hold shares in physical form and have not converted such shares in demat in spite of repeated requests by the Company.

The Company had in the past also implemented Scheme of Arrangement with its' shareholders, duly approved by Hon'ble High Court, Andhra Pradesh at Hyderabad, with a view to reduce the number of odd lot shares and number of folios. As per the Scheme of Arrangement shares of such shareholders holding 10 or less than 10 equity shares in physical form were cancelled in absence of his/her request to continue as shareholder of the Company and against such cancelled shares consideration was paid. Shareholders had participated in large numbers and availed the benefit of the scheme, but still there are shareholders who continue to hold shares in physical form.

In view of the difficulty that may be experienced by the shareholders of the Company in converting the shares in demat and/or selling their shares in physical form on the Stock Market and to mitigate the hardships caused to them, the Company is now introducing the scheme namely "TCIIL Conversion of Shares in Physical Form to Demat Scheme-2016" ("**the Scheme**"). The Scheme has been enclosed for your ready reference.

The Scheme is open to all shareholders holding shares in physical form. Those shareholders who wish to avail the benefit of the Scheme should send their share certificate(s) along with other documents as stated in the Scheme so as to reach the Company on or before February 28, 2017.

If you have lost your share certificate(s), you may write to us for the issue of duplicate share certificate(s). The Company will issue duplicate share certificate upon completion of necessary formalities from your end. Thereafter, you will be able to participate in this Scheme, if you so desire.

Please note that this Scheme is not an invitation but a facility extended to shareholders of the Company holding shares of the Company in physical form and it is absolutely voluntary and optional.

Yours faithfully,
For **TCI Industries Limited**

Amit A. Chavan
Asst. Company Secretary & CFO

Encl.: 1. TCIIL Conversion of Shares in Physical Form to Demat Scheme-2016
2. Application Form
3. Form No. SH-4 Securities Transfer Form



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TCIL CONVERSION OF SHARES IN PHYSICAL FORM TO DEMAT SCHEME - 2016

1. OBJECTIVE OF THE SCHEME

TCIL Conversion of Shares in Physical Form to Demat Scheme-2016 ("**the Scheme**") has been framed by TCI Industries Limited (TCIL) to provide an opportunity to its Shareholders, if they so desire, to dispose off their **shares in physical form** in a manner that they realize the market value of their shares without having to go through the process of dematerialization of shares and the cost to be incurred for the same.

2. ADMINISTRATION OF THE SCHEME

The Scheme, will be administered by the Trustees, appointed by the Company. The Company has appointed Mr. S. K. Warekar, Executive Director and Mr. Amit A. Chavan, Asst. Company Secretary & CFO as Trustees for this purpose. The address of the Trustees is given below:

C/o. TCI Industries Limited
Near Colaba Fire Brigade,
N. A. Sawant Marg,
Colaba, Mumbai 400 005

3. TERMS

- a. Shareholders, who are interested in disposing off the shares in physical form in accordance with the Scheme, should send the following documents in a sealed envelope superscribed as "TCIL Conversion of Shares in Physical Form to Demat Scheme - 2016" and addressed to The Company Secretary, TCI Industries Limited, Near Colaba Fire Brigade, N. A. Sawant Marg, Colaba, Mumbai 400 005:
 - i. An application form attached herewith, duly signed.
 - ii. Share Certificate(s) in original and
 - iii. Enclosed Securities Transfer Form duly signed by the Transferor(s) and witnessed.
- b. In case shares are held in joint names, all Shareholders are required to sign in the same order in which their names appear on the Share Certificates. If the shares are held in the name of a minor, his/her father/mother/natural guardian as applicable should sign on behalf of the minor. Separate Securities Transfer Form is required to be executed for each Folio. In the case of death of a joint holder, attested copy of Death Certificate should be attached.
- c. To provide safety from the possible loss of shares in transit, the names of the Trustees i.e. Mr. S. K. Warekar and Mr. Amit A. Chavan have already been printed on the Securities Transfer Form as Transferees. However, if there is any loss of shares in transit, it will be at the sole risk of the shareholders.
- d. The shareholders are not permitted to revoke the application once submitted to the Company.

P.T.O

- e. The shares along with requisite documents received upto the stipulated dates, will be processed by the Registrars and if found in order, will be transferred in the names of the Trustees, who thereafter will have the same dematerialized. Responsibility to ensure that the share certificates and other documents reach the Company on or before the stipulated dates shall be that of the concerned shareholders. The Trustees will then on best effort basis arrange to sell the shares through a SEBI Registered Broker at the earliest opportunity at the market rate prevailing at that point of time. The sale proceeds will be sent to the first named Shareholder by way of cheque/demand draft, as per the estimated schedule mentioned below:

In respect of complete documents received between:	Estimated date of remittance of sale proceeds
29.10.2016 to 28.11.2016	20th December, 2016
29.11.2016 to 28.12.2016	20 th January, 2017
29.12.2016 to 28.01.2017	20 th February, 2017
29.01.2017 to 28.02.2017	20 th March, 2017

No interest shall be paid in the event of any delay in receipt of sale proceeds by the shareholders.

- f. The documents, which are found not to be in order, will be returned by the Company to the first named Shareholder and such Shareholder will not be entitled to receive any amount under the Scheme either from the Company or the Trustees.
- g. Any share certificate(s) /document(s) received by the Company beyond February 28, 2017, will be returned to the respective Shareholder(s) and such Shareholder(s) will have no claim of whatsoever nature against the Company or the Trustees.
- h. The Trustees will endeavour to realize price for the shares to the extent practicable in the market conditions prevailing at the time of sale. As such, the Shareholders will not be entitled to dispute the price at which the shares are sold by the Trustees.
- i. The Trustees, on receipt of the sale proceeds from the Broker, will distribute the same to the concerned Shareholders.
- j. The Trust shall bear all the expenses pertaining to conversion of physical shares into demat form, selling the shares in the market such as brokerage & other statutory levies payable to the Broker and other administrative expenses.
- k. By submitting the share certificates, the shareholders shall be deemed to have irrevocably and unconditionally authorised the Trustee to deal with and dispose of the shares belonging to the shareholders at the price acceptable to the Trustees. The decision of the Trustees on all matters relating to sale of shares will be final and binding on all Shareholders who have tendered shares pursuant to this Scheme.
- l. Neither the Company nor the Trustees will be liable for any shares or cheques/demand drafts, lost in transit. In such case, it shall be the responsibility of the shareholder to obtain duplicate share certificate at his/ her own cost. It is advisable to send the above referred documents preferably by registered post/courier.
- m. The Company or the Trustees will also not be responsible for any loss to the Shareholders, on account of fluctuation in the market price of the shares during the period the shares are sent by the Shareholders to the Company till the time the shares are sold by the Trustees.

- n. In the event of any dispute arising from or out of the Scheme, the disputing shareholder and the Trustees (collectively referred to as “**Disputing Parties**” agree to negotiate in good faith to resolve any dispute, difference or claim among the Disputing Parties arising out of or in connection with this Scheme. If the negotiations do not resolve such dispute, difference or claim to the reasonable satisfaction of the Disputing Parties within fifteen (15) days of their initiation, the same may be referred to a sole Arbitrator by any of the Disputing Parties. The sole arbitrator shall be appointed by the Trustees.

- o. The arbitration proceedings shall be conducted in accordance with the provisions of the Arbitration & Conciliation Act, 1996. The seat of arbitration shall be in Mumbai, Maharashtra, India and the arbitration proceedings shall be carried out in English language only. The award of the arbitrator shall be binding on the Disputing Parties. However, any dispute pertaining to the sale of the shares and price at which such shares have been sold by Trustees will not be referred to for arbitration since the decision of the Trustees shall be final and binding on all such shareholders.

- p. Subject to the aforesaid, the courts in Mumbai shall have the jurisdiction with regard to the disputes under this Trust Deed.

This is not an invitation but a facility extended to shareholders of the Company holding shares of the Company in physical form and it is absolutely voluntary and optional.

By participating in the Scheme, the shareholders acknowledge and confirm his/ her/ their/ its understanding that Trustees will be able to sell the shares on the best effort basis. Hence there is no guarantee or warranty about the marketability of the shares and the price at which the same would be sold or whether they would be at all sold.



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APPLICATION FORM FOR DISPOSAL OF EQUITY SHARES HELD IN PHYSICAL FORM

Folio No.

PLEASE FILL IN SEPARATE FORM FOR EACH FOLIO

Date :

To,
The Trustees – TCIL Conversion of Shares in Physical Form to Demat Scheme-2016
C/o. TCI Industries Limited
Near Colaba Fire Brigade,
N. A. Sawant Marg,
Colaba, Mumbai 400 005.

Dear Sir,

SUB : SCHEME FOR DISPOSAL OF SHARES HELD IN PHYSICAL FORM

I/We have read the letter dated _____ 2016, of TCI Industries Limited regarding the "TCIL Conversion of Shares in Physical Form to Demat Scheme-2016" ("**the Scheme**") and unconditionally and irrevocably accept the terms stated in the Scheme. Accordingly, I/We submit my/our application for disposal of Shares held by me/ us in physical form as per the details given below

Certificate Nos.	Distinctive Nos.		No. of shares
	From	To	

Bank Account No. _____

Branch Name _____

Bank Particulars for Remittance { Address : _____
IFS Code : _____

(P.T.O.)

ACKNOWLEDGEMENT SLIP

(In case of hand delivery)

Registered Folio No. _____

Received From Mr./Mrs./Ms. _____

an application for sale of _____ equity share(s) of _____ together with
_____ Certificate(s) and Securities Transfer Form (s) under TCIL Conversion of Shares
in Physical Form to Demat Scheme-2016.

Date of receipt _____

Serial No. _____

(Signature and Rubber Stamp)

I/We enclose the following documents:

1. Securities Transfer Form duly completed and signed by all the shareholders (as per specimen signature(s) registered with the Company) and duly witnessed.
2. _____ (Nos.) share certificates as listed above.
3. I/We hereby confirm that -
 - a. I/We have read, understood and accepted the terms and conditions of the Scheme.
 - b. I/We have unconditionally offered the above Shares under the Scheme.
 - c. I/We will not withdraw this application hereafter.
 - d. I/We have authorized you, as Trustees, to sell the shares lodged by me/us. I/We agree that your decision on all matters relating to sale of these shares will be final and binding on me/us. In case of the fulfilment of the pre-requisites and on your payment of the Amount Payable for the aforesaid shares to me/us, as per the Scheme, I/We agree and undertake unconditionally to indemnify you and keep you indemnified from and against any claims, payments, costs, charges, expenses losses, damages, compensations and actions resulting from or arising out of the sale of the aforesaid shares and also on account of any action initiated against you by any person on account of effecting the registration of the said shares on the basis of the Securities Transfer Form submitted to you.

You are requested to accept my/our application and arrange to send the Amount Payable to my/our address, as registered with you.

(First named Shareholder)

(1st Joint Holder)

(2nd Joint Holder)