



May 25, 2019

The National Stock Exchange of India Ltd.,  
The Listing Department,  
"Exchange Plaza",  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

BSE Ltd.  
The Department of Corporate Services,  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Scrip Symbol: TCI

Scrip Code: 532349

Dear Sir/Madam,

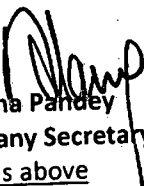
**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019**  
**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019**

In terms of Clause 3(b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by M/s. Sanjeev Bhatia & Associates, Company Secretaries.

This is for your information, records and meeting the disclosure requirements as per above circular.

Thanking you,

Yours faithfully,  
For Transport Corporation of India Limited

  
Archana Pandey  
Company Secretary & Compliance Officer  
Encl: as above



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)  
Tel: +91 40 27840104 Fax: +91 40 27840163

CIN : L70109TG1995PLC019116



Ref... Secretarial Compliance Report of Transport Corporation of India Limited for the year ended on 31<sup>st</sup> March, 2019.....

I Sanjeev Bhatia, a Practicing Company Secretary, holding Certificate of practice No. - 3870 have examined:

- a) All the documents and records made available to us and explanation provided by Transport Corporation of India Limited ("the listed entity");
- b) The filings/ submissions made by the listed entity to the stock exchanges &
- c) Website of the listed entity,

For the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) SEBI (Share Based Employee Benefits) Regulations, 2014;
- e) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- f) SEBI (Buy-Back of Securities) Regulations, 2018;
- g) SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- h) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

And based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However in the absence of transaction relating to buy back of securities, issue of Non-Convertible and Redeemable Preference shares and listed Debt securities during the Review Period, the compliance of the relevant regulations mentioned above do not arise.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) No action was taken against the listed entity and/or its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. The Company does not have any Material Subsidiary as on 31<sup>st</sup> March, 2019.

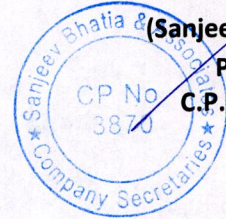


d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations /made in previous reports is not applicable.

For Sanjeev Bhatia & Associates  
Company Secretaries

Place: Gurugram

Date: 14<sup>th</sup> May, 2019



*(Signature)*  
(Sanjeev Bhatia)  
Proprietor  
C.P. No. 3870