



June 05, 2020

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 8th February, 2019
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

In terms of Clause 3(b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, 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 Ltd.**


Archana Pandey
Company Secretary & Compliance Officer
Encl: a/a



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

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

CIN : L70109TG1995PLC019116



Ref.....

Date :.....

Secretarial Compliance Report of Transport Corporation of India Limited for the year ended on 31st March, 2020

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 31st March, 2020 ("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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- h) Securities and Exchange Board of India(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 31st March, 2020.
- d) No observation was made in the previous report for the year ended 31st March, 2019.

**For Sanjeev Bhatia & Associates
Company Secretaries**

**Place: Gurugram
Date: 4th June, 2020**

**(Sanjeev Bhatia)
Proprietor
C.P. No. 3870
UDIN: F005214B000315975**

