



April 06, 2019

To,

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 – 400051

Scrip Code: 532349

Scrip Symbol: TCI

Sub: Submission of Compliance Report on Corporate Governance for the 4th quarter/ FY ended 31st March, 2019

Dear Sir/Madam,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith compliance report on Corporate Governance for the 4th quarter/ FY ended 31st March, 2019.

This is for your information, records and meeting the compliance requirements as per Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hope you shall find the same in order.

Thanking you,

Yours faithfully,
For **Transport Corporation of India Ltd**


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



Transport Corporation of India Limited

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CIN : L70109TG1995PLC019116

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended 31st March 2019

1. Name of the Company : Transport Corporation of India Limited
2. Quarter ending on : 31st March 2019

I. Composition of Board of Directors										
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure (In Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholders' Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)		No of post of Chairperson in Audit/ Stakeholders' Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
							Audit Committee	Stakeholder's Relationship Committee	Audit Committee	Stakeholder's Relationship Committee
Mr.	S M Datta*	AAGPD6963M/ 00032812	Chairman/ Independent	23/07/2014	212	05	03	01	-	01
Mr.	S N Agarwal	ABKPA2258B/ 00111187	Non-Executive	02/01/1995	-	02	02	01	-	-
Mr.	O Swaminatha Reddy*	AACPO1809P/ 00006391	Independent	23/07/2014	295	06	03	-	03	01
Mr.	K S Mehta	AAYPM5611P/ 00128166	Independent	23/07/2014	253	03	02	02	-	01
Mr.	Ashish Bharat Ram	AAHPR1497F/ 00671567	Independent	04/11/2016	93	03	-	01	-	01
Mr.	Vijay Sankar	AAGPS0086E/ 00007875	Independent	04/11/2016	29	03	01	01	01	-
Mr.	S Madhavan	AAAPM2924M/ 06451889	Independent	12/02/2019	2	04	2	-	1	1
Mr.	D P Agarwal	AAEPA8986H/ 00084105	Executive	01/08/2018	-	05	01	01	-	-
Mrs.	Urmila Agarwal	ADFPA8065/ 00818165	Non-Executive	01/11/2012	-	01	-	-	-	-
Mr.	Vineet Agarwal	AAEPA8985E/ 00380300	Executive	01/07/2018	-	03	02	03	-	-
Mr.	Chander Agarwal	AAGPA0718H/ 00818139	Non-Executive	18/08/2016	-	03	-	01	-	-
Mr.	M P Sarawagi*	ALRPS6951Q/ 00401784	Non-Executive	18/06/1998	-	01	-	-	-	-

* Resigned from office with effect from closing business hours of March 31, 2019.



II. Composition of Committees		
Name of Committees	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. O Swaminatha Reddy (Chairman)	Independent
	Mr. S M Datta	Chairperson/ Independent
	Mr. K S Mehta	Independent
	Mr. S N Agarwal	Non- Executive
2. Compensation/Nomination & Remuneration Committee	Mr. Ashish Bharat Ram (Chairman)	Independent
	Mr. S M Datta	Chairperson/ Independent
	Mr. O Swaminatha Reddy	Independent
	Mr. M P Sarawagi	Non- Executive
3. Risk Management Committee	Not Applicable	
4. Stakeholders Relationship Committee	Mr. K S Mehta (Chairman)	Independent
	Mr. S N Agarwal	Non-Executive
	Mr. Vineet Agarwal	Executive

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
02 nd November, 2018	12 th February, 2019	101 Days

IV. Meeting of Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
12 th February, 2019	Yes	02 nd November, 2018	101 Days
Stakeholders Relationship Committee			
12 th February, 2019	Yes	02 nd November, 2018	101 Days
Nomination and Remuneration Committee			
12 th February, 2019	Yes	-	-



V. Related Party Transaction

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the Audit Committee, Compensation/ Nomination & Remuneration Committee and Stakeholder's Relationship Committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, since the Company is not in the top 100 listed companies on the basis of Market Capitalisation, pursuant to Regulation 21 of the SEBI Listing Regulations, the Company is not required to constitute Risk Management Committee.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For Transport Corporation of India Ltd.


Archana Pandey
Company Secretary & Compliance Officer



Date : April 06, 2019
Place : Gurugram

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Financial Year (FY) ended 31st March, 2019

1. Name of Listed Entity: Transport Corporation of India Limited
2. FY ending: 31st March, 2019

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>		<i>Compliance status (Yes/No/NA)</i>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
E-mail address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II. Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes



Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management.	26(2) & 26(5)	Yes

Note:-The Company does not have any Material Subsidiary as on 31st March, 2019.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied:

YES

For Transport Corporation of India Limited


Archana Pandey
Company Secretary & Compliance Officer



Date: April 06, 2019

Place : Gurugram