

July 10, 2017

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 Kuria Complex,  
Bandra (E) Mumbai – 400 051

Scrip Code: 532349

Scrip Symbol: TCI

Sub: Submission of Compliance Report on Corporate Governance for the 1<sup>st</sup> quarter ended 30<sup>th</sup> June, 2017

Dear Sir/Madam,

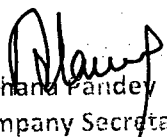
Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith compliance report on Corporate Governance for the 1<sup>st</sup> quarter ended 30<sup>th</sup> June, 2017.

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 Ltd.**

Corporate Office : TCI House, 69 Institutional Area, Sector 32, Gurgaon-122 207, Haryana, India www.tcil.com.  
Tel : 0124-2381-603 - 07 Fax : 0124-2381611 corporate@tcil.com

Regd. Office : Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003  
Tel : 040-27840104 Fax : 040-27340163

CIN : L70109TG1995PLC019.16

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
For the Quarter ended 30<sup>th</sup> June, 2017

1. Name of the Company : Transport Corporation of India Limited  
2. Quarter ending on : 30<sup>th</sup> June, 2017

**I. Composition of Board of Directors**

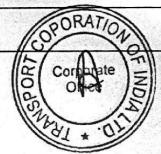
| Title (Mr./Ms.) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment in the current term /cessation | Tenure (In Years)   | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing 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            | 00032812  | Chairman/Independent   | 23/07/2014   | 15 years & 7 Months | 05   | 04  | 02                                   | -  | 01                                   |
| Mr.             | S N Agarwal          | 00111187  | Non-Executive  | 02/01/1995   | -                   | 02   | 02  | 01                                   | -  | -                                    |
| Mr.             | O Swaminatha Reddy   | 00006391  | Independent  | 23/07/2014   | 22 Years & 5 Months | 06   | 02  | -                                    | 04   | -                                    |
| Mr.             | K S Mehta            | 00128166  | Independent  | 23/07/2014   | 19 Years            | 03   | 01  | -                                    | -  | 01                                   |
| Mr.             | Ashish Bharat Ram    | 00671567  | Independent  | 04/11/2016   | 5 Years & 9 Months  | 02   | -   | 01                                   | -  | -                                    |
| Mr.             | Vijay Sankar         | 00007875  | Independent  | 04/11/2016   | 7 Months            | 03   | 01  | 01                                   | 01   | -                                    |
| Mr.             | D P Agarwal          | 00084105  | Executive  | 01/08/2013   | -                   | 05   | 01  | 01                                   | -  | -                                    |
| Mrs.            | Urmila Agarwal       | 00818165  | Non-Executive  | 01/11/2012   | -                   | 01   | -   | -                                    | -  | -                                    |
| Mr.             | Vineet Agarwal       | 00380300  | Executive  | 01/07/2013   | -                   | 04   | 03  | 04                                   | -  | -                                    |
| Mr.             | Chander Agarwal      | 00818139  | Non-Executive  | 18/08/2016   | -                   | 03   | -   | 01                                   | -  | -                                    |
| Mr.             | M P Sarawagi         | 00401784  | Non-Executive  | 18/06/1998   | -                   | 01   | -   | -                                    | -  | -                                    |





| 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) |
| 2 <sup>nd</sup> February, 2017                      | 16 <sup>th</sup> May, 2017                          | 102 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   |   |   |  |
| 16 <sup>th</sup> May, 2017                                  | Yes   | 2 <sup>nd</sup> February, 2017                              | 102 Days   |
| Stakeholders Relationship Committee                         |   |   |  |
| 16 <sup>th</sup> May, 2017                                  | Yes   | 2 <sup>nd</sup> February, 2017                              | 102 Days   |



| 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   |
|---|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the Audit Committee, Compensation/ Nomination &amp; Remuneration Committee and Stakeholders Relationship Committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, since the Company is not in the list of 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.</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p> |
| <p>For Transport Corporation of India Ltd.</p> <p><br/> Archana Pandey<br/> Company Secretary &amp; Compliance Officer</p> <p></p> <p>Date : 10<sup>th</sup> July, 2017<br/> Place : Gurugram</p>   |