



April 10, 2018

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 – 400 051

**Scrip Code: 532349**

**Scrip Symbol: TCI**

**Sub: Submission of Compliance Report on Corporate Governance for the 4<sup>th</sup> quarter/ FY ended 31<sup>st</sup> March, 2018**

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 4<sup>th</sup> quarter/ FY ended 31<sup>st</sup> March, 2018.

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



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**Transport Corporation of India Ltd.**

**Corporate Office :** TCI House, 69 Institutional Area, Sector 32, Gurgaon-122 207, Haryana, India [www.tcil.com](http://www.tcil.com)  
Tel : 0124-2381-603 - 07 Fax : 0124-2381611 [corporate@tcil.com](mailto: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 : 040-27840163

CIN : L70109TG1995PLC019116

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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
For the Quarter ended 31<sup>st</sup> March, 2018**

1. Name of the Company : Transport Corporation of India Limited  
2. Quarter ending on : 31<sup>st</sup> March, 2018

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	16 years & 4 Months	04	03	01	-	01
Mr.	S N Agarwal	00111187	Non-Executive	02/01/1995	-	02	02	01	-	-
Mr.	O Swaminatha Reddy	00006391	Independent	23/07/2014	23 Years & 3 Months	06	02	-	04	-
Mr.	K S Mehta	00128166	Independent	23/07/2014	19 Years & 8 months	03	01	-	-	01
Mr.	Ashish Bharat Ram	00671567	Independent	04/11/2016	6 Years & 7 Months	02	-	01	-	-
Mr.	Vijay Sankar	00007875	Independent	04/11/2016	1 Year & 4 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)
02 <sup>nd</sup> November, 2017	08 <sup>th</sup> February, 2018	97 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			
08 <sup>th</sup> February, 2018	Yes	02 <sup>nd</sup> November, 2017	97 Days
Stakeholders Relationship Committee			
08 <sup>th</sup> February, 2018	Yes	02 <sup>nd</sup> November, 2017	97 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**

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 Stakeholders 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 10, 2018  
 Place : Gurugram

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
For the Financial Year (FY) ended 31<sup>st</sup> March, 2018**

1. Name of Listed Entity: Transport Corporation of India Limited
2. FY ending: 31<sup>st</sup> March, 2018

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<b>Compliance status (Yes/No/NA)</b>	
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	
<b>II. Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<b>Compliance status (Yes/No/NA)</b>
<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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management.</i>	26(2) & 26(5)	Yes
<b>Note:-</b> The Company does not have any Material Subsidiary as on 31 <sup>st</sup> March, 2018.		



**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 10, 2018  
Place : Gurugram