



January 08, 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 – 400 051

Scrip Code: 532349

Scrip Symbol: TCI

Sub: Submission of Compliance Report on Corporate Governance for the 3rd quarter ended 31st December, 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 3rd quarter ended 31st December, 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



Transport Corporation of India Limited

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

CIN : L70109TG1995PLC019116

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended 31st December, 2018

1. Name of the Company : Transport Corporation of India Limited
2. Quarter ending on : 31st December, 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 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	209	04	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	292	06	03	-	03	01
Mr.	K S Mehta	AAYPM5611P/ 00128166	Independent	23/07/2014	250	03	02	01	-	01
Mr.	Ashish Bharat Ram	AAHPR1497F/ 00671567	Independent	04/11/2016	90	03	-	01	-	-
Mr.	Vijay Sankar	AAGPS0086E/ 00007875	Independent	04/11/2016	26	03	01	01	01	-
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	-	04	03	04	-	-
Mr.	Chander Agarwal	AAGPA0718H/ 00818139	Non-Executive	18/08/2016	-	03	-	01	-	-
Mr.	M P Sarawagi	ALRPS6951Q/ 00401784	Non-Executive	18/06/1998	-	01	-	-	-	-



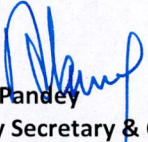

II. Composition of Committees		
Name of Committees	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. O Swaminatha Reddy (Chairman)	Independent
	Mr. S M Datta	Chairperson/ Independent
	Mr. K S Mehta	Independent
	Mr. S N Agarwal	Non- Executive
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 nd August, 2018	02 nd November, 2018	91 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			
02 nd November, 2018	Yes	02 nd August, 2018	91 Days
Stakeholders Relationship Committee			
02 nd November, 2018	Yes	02 nd August, 2018	91 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 & 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.</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> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  Archana Pandey Company Secretary & Compliance Officer </div> <div style="text-align: center;">  </div> <div style="text-align: right;"> <p>Date : 08th January, 2019 Place : Gurugram</p> </div> </div>