

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
For the Quarter ended 30<sup>th</sup> June 2019

1. Name of the Company : Transport Corporation of India Limited

2. Quarter ending on : 30<sup>th</sup> June 2019

<b>I. Composition of Board of Directors</b>												
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/Non- Executive/ independent/ Nominee)	Date of Birth	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)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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.	D P Agarwal	00084105	Executive	24-08-1950	01-08-2018	-	05	01	01	-	-	1
Mr.	S N Agarwal	00111187	Non-Executive	15-01-1945	02-01-1995	-	02	01	02	01	-	-
Mr.	K S Mehta	00128166	Independent	15-01-1946	23-07-2014	256	03	03	02	-	-	02
Mr.	Ashish Bharat Ram	00671567	Independent	31-12-1968	04-11-2016	96	03	01	-	01	-	01
Mr.	Vijay Sankar	00007875	Independent	26-12-1972	04-11-2016	32	03	03	02	01	01	-
Mr.	S Madhavan	06451889	Independent	27-10-1956	12-02-2019	5	05	05	02	-	01	01
Ms.	Gita Nayyar	07128438	Independent	11-10-1963	24-05-2019	2	02	02	01	-	-	-
Ms.	Urmila Agarwal	00818165	Non-Executive	28-09-1952	01-11-2012	-	01	-	-	-	-	-
Mr.	Chander Agarwal	00818139	Non-Executive	26-12-1978	18-08-2016	-	03	-	-	01	-	-
Mr.	Vineet Agarwal	00380300	Executive	16-09-1973	01-07-2018	-	04	01	03	03	-	-

\* Appointed with effect from 24<sup>th</sup> May, 2019.

<b>II. Composition of Committees</b>		
<b>Name of Committees</b>	<b>Name of Committee Member</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>
1. Audit and Risk Management Committee	Mr. Vijay Sankar	Chairperson/ Independent
	Mr. S Madhavan	Independent
	Mr. K S Mehta	Independent
	Mr. S N Agarwal	Non- Executive
2. Compensation/Nomination & Remuneration Committee	Mr. Ashish Bharat Ram (Chairman)	Chairperson/ Independent
	Mr. S Madhavan	Independent
	Mr. S N Agarwal	Non- Executive
4. Stakeholders Relationship Committee	Mr. K S Mehta (Chairman)	Independent
	Mr. S N Agarwal	Non-Executive
	Mr. Vineet Agarwal	Executive

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meeting (in number of days)</b>
12 <sup>th</sup> February, 2019	24 <sup>th</sup> May, 2019	100 Days

<b>IV. Meeting of Committee</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
<b>Audit Committee</b>			
24 <sup>th</sup> May, 2019	Yes	12 <sup>th</sup> February, 2019	100 Days
<b>Stakeholders Relationship Committee</b>			
24 <sup>th</sup> May, 2019	Yes	12 <sup>th</sup> February, 2019	100 Days
<b>Nomination and Remuneration Committee</b>			
24 <sup>th</sup> May, 2019	Yes	12 <sup>th</sup> February, 2019	100 Days

<b>V. Related Party Transaction</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
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

<b>VI. Affirmation</b>
<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 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><b>For Transport Corporation of India Ltd.</b></p> <p><b>Archana Pandey</b> <b>Company Secretary &amp; Compliance Officer</b></p> <p style="text-align: right;"><b>Date :</b> July 11, 2019 <b>Place :</b> Gurugram</p>