

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

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

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Whether Special resolution passed? (Refer regulation 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure (In Mnts)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(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	NA	-	11-09-1998	01-08-2018	-	-	24-08-1950	05	01	01	01	-	01
Mr.	S N Agarwal	00111187	Non-Executive	Yes	29-07-2019	02-01-1995	29-07-2019	-	-	15-01-1945	02	01	02	01	-	1
Mr.	Ashish Bharat Ram	00671567	Independent	NA	-	28-07-2011	04-11-2016	-	101	31-12-1968	03	01	-	02	-	01
Mr.	Vijay Sankar	00007875	Independent	NA	-	04-11-2016	-	-	38	26-12-1972	03	03	04	02	03	01
Mr.	S Madhavan	06451889	Independent	NA	-	12-02-2019	-	-	11	27-10-1956	05	05	05	01	02	01
Ms.	Gita Nayyar	07128438	Independent	NA	-	24-05-2019	-	-	7	11-10-1963	02	02	02	01	-	-
Mr.	Ravi Uppal*	00025970	Independent	NA	-	28-10-2019	-	-	2	09-05-1952	01	01	-	-	-	-
Ms.	Urmila Agarwal	00818165	Non-Executive	NA	-	01-11-2012	02-08-2018	-	-	28-09-1952	01	-	-	-	-	-
Mr.	Chander Agarwal	00818139	Non-Executive	NA	-	21-09-2006	29-07-2019	-	-	26-12-1978	03	-	-	01	-	-
Mr.	Vineet Agarwal	00380300	Executive	NA	-	18-06-1998	01-07-2018	-	-	16-09-1973	04	01	03	03	-	-

*Mr. Ravi Uppal has been appointed as an Additional Independent Director through circular resolution w.e.f. 28th October, 2019.

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

II. Composition of Committees					
Name of Committees	Whether Regular Chairperson appointed	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit and Risk Management Committee	Yes	Mr. Vijay Sankar	Chairperson/ Independent	07-05-2019	-
		Mr. S Madhavan	Independent	07-05-2019	-
		Mr. S N Agarwal	Non- Executive	27-05-2000	-
2. Compensation/Nomination & Remuneration Committee	Yes	Mr. Ashish Bharat Ram	Chairperson/ Independent	01-11-2012	-
		Mr. S Madhavan	Independent	07-05-2019	-
		Mr. S N Agarwal	Non- Executive	07-05-2019	-
4. Stakeholders Relationship Committee	Yes	Mr. S N Agarwal	Chairperson /Non-Executive	27-05-2000*	-
		Ms. Gita Nayyar	Independent	14-10-2019*	-
		Mr. Vineet Agarwal	Executive	27-05-2000	-
5. Corporate Social Responsibility Committee	Yes	Mr. Ashish Bharat Ram	Chairperson/ Independent	24-05-2014	-
		Mr. D. P. Agarwal	Executive	24-05-2014	-
		Ms. Urmila Agarwal	Non- Executive	24-05-2014	-
		Mr. Chander Agarwal	Non- Executive	29-07-2019	-

*Mr. S N Agarwal has been designated as Chairperson and Ms. Gita Nayyar has been appointed as member of the Committee through circular resolution w.e.f. 14th October, 2019.

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive meeting (in number of days)
29 th July, 2019	05 th November, 2019	Yes	9	4	98

IV. Meeting of Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	No. of Independent Directors attending the meeting	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit and Risk Management Committee					
5 th November, 2019	Yes	3	2	29 th July, 2019	98
Stakeholders Relationship Committee					
5 th November, 2019	Yes	3	1	-	-

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 and Risk Management Committee, Compensation/ Nomination & Remuneration Committee and Stakeholder's Relationship Committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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