

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended 30th September, 2020

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

2. Quarter ending on : **30th September, 2020**

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 and Risk Management Committee	Stakeholder's Relationship Committee	Audit and Risk Management 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	03	01	-	01
Mr.	Ashish Bharat Ram	00671567	Independent	NA	-	28-07-2011	04-11-2016	-	110	31-12-1968	03	01	-	02	-	01
Mr.	Vijay Sankar	00007875	Independent	NA	-	04-11-2016	-	-	47	26-12-1972	03	03	04	02	03	01
Mr.	S Madhavan	06451889	Independent	NA	-	12-02-2019	-	-	20	27-10-1956	04	04	05	01	02	01
Ms.	Gita Nayyar	07128438	Independent	NA	-	24-05-2019	-	-	16	11-10-1963	02	02	02	01	-	-
Mr.	Ravi Uppal	00025970	Independent	NA	-	28-10-2019	-	-	11	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	-	-

* Pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, a special resolution has been passed in the Annual General Meeting (AGM) held on 12th August, 2020 to continue the employment of Mr. D P Agarwal, (DIN: 00084105) as Chairman & Managing Director of the Company even after attaining the age of 70 years on the same terms and conditions as already approved by members in the AGM held on 2nd August, 2018.

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 Members	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	-
3. 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	-
4. 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	-

* Audit committee renamed as Audit and Risk Management committee on 24-05-19 and its terms and reference revised to include provision related to risk management in a comprehensive manner.

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	Number of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meeting (in number of days)
2 nd June, 2020	12 th August, 2020	Yes	10	05	70 Days

IV. Meeting of Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	No. of Independent Directors present	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					
12 th August, 2020	Yes	3	2	2 nd June, 2020	70 Days
Stakeholders Relationship Committee					
12 th August, 2020	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 RPTs	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 the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>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.</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in the 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 the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.</p>
<p>For Transport Corporation of India Ltd.</p> <p>Archana Pandey Company Secretary & Compliance Officer</p> <p style="text-align: right;">Date: 14.10.2020 Place: Gurugram</p>

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Half Year ended 30th September, 2020

I. Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For Transport Corporation of India Ltd.</p> <p>Archana Pandey Date: 14.10.2020 Company Secretary & Compliance Officer Place: Gurugram</p>			