

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended 31st March, 2020

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

2. Quarter ending on : **31st March, 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	02	01	-	01
Mr.	Ashish Bharat Ram	00671567	Independent	NA	-	28-07-2011	04-11-2016	-	104	31-12-1968	03	01	-	02	-	01
Mr.	Vijay Sankar	00007875	Independent	NA	-	04-11-2016	-	-	41	26-12-1972	03	03	04	02	03	01
Mr.	S Madhavan	06451889	Independent	NA	-	12-02-2019	-	-	14	27-10-1956	05	05	05	01	02	01
Ms.	Gita Nayyar	07128438	Independent	NA	-	24-05-2019	-	-	10	11-10-1963	02	02	02	01	-	-
Mr.	Ravi Uppal	00025970	Independent	NA	-	28-10-2019	-	-	5	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	-	-

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/Independent	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/Non Executive	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	-

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)
05 th November, 2019	29 th January, 2020	Yes	10	05	84 Days
	13 th March, 2020	Yes	07	04	43 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					
29 th January, 2020	Yes	3	2	05 th November, 2019	84 Days
Stakeholders Relationship Committee					
29 th January, 2020	Yes	3	1	05 th November, 2019	84 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 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>

Annexure-II

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.tcil.com
b) Terms and conditions of appointment of independent directors	Yes	www.tcil.com
c) Composition of various committees of board of directors	Yes	www.tcil.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.tcil.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.tcil.com
f) Criteria of making payments to non-executive directors	Yes	www.tcil.com
g) Policy on dealing with related party transactions	Yes	www.tcil.com
h) Policy for determining 'material' subsidiaries	Yes	www.tcil.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.tcil.com
j) Email address for grievance redressal and other relevant details	Yes	www.tcil.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.tcil.com
l) Financial results	Yes	www.tcil.com
m) Shareholding pattern	Yes	www.tcil.com
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.tcil.com
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	Yes	www.tcil.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.tcil.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.tcil.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.tcil.com
b) Materiality Policy as per Regulation 30	Yes	www.tcil.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.tcil.com
It is certified that these contents on the website of the listed entity are correct.	Yes	www.tcil.com

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note:- The Company does not have any Material Subsidiary as on 31 st March, 2020.		
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 22, 2020 Place : Gurugram