

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: Transport Corporation of India Limited

Quarter ending on : December 31, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		-----
(A) Composition of Board	49 (IA)	YES	-----
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	-----
(C) Other Provisions as to Board and Committees	49 (IC)	YES	-----
(D) Code of Conduct	49 (ID)	YES	-----
<b>II. Audit Committee</b>	49 (II)		-----
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	-----
(B) Meeting of Audit Committee		YES	-----
(C) Powers of Audit Committee	49 (IIB)	YES	-----
49 (IIC)			-----
(D) Role of Audit Committee	49 II(D)	YES	-----
(E) Review of Information by Audit Committee	49 (IIE)	YES	-----
<b>III. Subsidiary Companies</b>	49 (III)	YES	-----
<b>IV. Disclosures</b>	49 (IV)	YES	-----
(A) Basis of Related Party Transactions	49 (IV A)	YES	-----
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	-----
(C) Board Disclosures	49 (IV C)	YES	-----
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	YES	-----
(E) Remuneration of Directors	49 (IV E)	YES	Part of Annual Report 2011-12
(F) Management	49 (IV F)	YES	--Do--
(G) Shareholders	49 (IV G)	YES	--Do--
<b>V. CEO/CFO Certification</b>	49 (V)	YES	Given along with accounts for 2011-12 and placed before the Board
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Part of Annual Report 2011-12
<b>VII. Compliance</b>	49 (VII)	YES	--Do--

For Transport Corporation of India Limited



A K BANSAL

Group CEO & Company Secretary



Transport Corporation of India Ltd.

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