

July 08, 2016

To,

**Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street - Mumbai- 400001

**Listing Department**  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E) Mumbai – 400 051

**Scrip Code: 532349**

**Scrip Symbol: TCI**

**Sub: Submission of Compliance Report on Corporate Governance for the 01<sup>st</sup> quarter ended 30<sup>th</sup> June, 2016**

Dear Sir/Madam,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith compliance report on Corporate Governance for the 01<sup>st</sup> Quarter ended 30<sup>th</sup> June, 2016.

This is for your information, records and meeting the compliance requirements as per Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hope you shall find the same in order.

Thanking you,

Yours faithfully,  
For Transport Corporation of India Ltd

  
Archana Pandey  
Company Secretary & Compliance Officer  
Encl.: a/a



**Transport Corporation of India Ltd.**

**Corporate Office :** TCI House, 69 Institutional Area, Sector 32, Gurgaon-122 207, Haryana, India www.tcil.com  
Tel: 0124-2381-603 - 07 Fax: 0124-2381611 corporate@tcil.com  
**Regd. Office :** Flat Nos. 306 & 307, I-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003  
Tel: 040-27840104 Fax: 040-27840163

CIN : L70109TG1995PLC019116

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

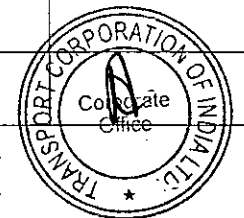
For the Quarter ended 30<sup>th</sup> June, 2016

1. Name of Listed Entity: Transport Corporation of India Limited

2. Quarter ending: 30<sup>th</sup> June, 2016

**I. Composition of Board of Directors**

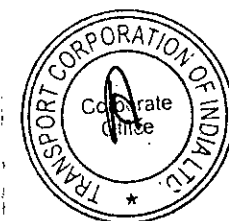
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non- Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)		No of post of Chairperson in Audit/ Stakeholder 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.	S M Datta	AAGPD6963M/ 00032812	Chairman/ Independent	23/07/2014	14 Year	05	03	01	-	02
Mr.	S N Agarwal	ABKPA2258B/ 00111187	Non-Executive	02/01/1995	-	02	01	01	01	-
Mr.	O Swaminatha Reddy	AACPO1809P/ 0006391	Independent	23/07/2014	21 Year	06	01	-	05	-
Mr.	K S Mehta	AAYPM5611P/ 00128166	Independent	23/07/2014	18 Year	02	01	-	-	01
Mr.	Ashish Bharat Ram	AAHPR1497F/ 00671567	Independent	23/07/2014	4 Year	02	-	01	-	-
Mr.	D P Agarwal	AAEPA8986H/ 00084105	Executive	01/08/2013	-	04	01	01	-	-
Mrs.	Urmila Agarwal	ADFPA8065M/ 00818165	Non-Executive	01/11/2012	-	01	-	-	-	-
Mr.	Vineet Agarwal	AAEPA8985E/ 00380300	Executive	01/07/2013	-	03	02	03	-	-
Mr.	Chander Agarwal	AAGPA0718H/ 00818139	Executive	23/07/2014	-	02	-	01	-	-
Mr.	M P Sarawagi	ALRPS6951Q/ 00401784	Non-Executive	18/06/1998	-	01	-	-	-	-




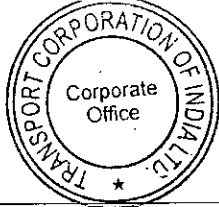
II. Composition of Committees		
Name of Committees	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. O Swaminatha Reddy (Chairman) Mr. S M Datta Mr. K S Mehta Mr. S N Agarwal	Independent Chairperson/ Independent Independent Non- Executive
2. Compensation/ Nomination & Remuneration Committee	Mr. Ashish Bharat Ram (Chairman) Mr. S M Datta Mr. O Swaminatha Reddy Mr. M P Sarawagi	Independent Chairperson/ Independent Independent Non- Executive
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. K S Mehta (Chairman) Mr. S N Agarwal Mr. Vineet Agarwal	Independent Non-Executive Executive

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	Maximum gap between any two consecutive meeting (in number of days)
01 <sup>st</sup> February, 2016	30 <sup>th</sup> May, 2016	118 Days

IV. Meeting of Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b>			
30 <sup>th</sup> May, 2016	Yes	01 <sup>st</sup> February, 2016	118 Days
<b>Stakeholders Relationship Committee</b>			
30 <sup>th</sup> May, 2016	Yes	01 <sup>st</sup> February, 2016	118 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 RPT	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 SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Compensation/ Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities): Not Applicable</li> </ul> <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>For Transport Corporation of India Ltd.</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  <p>Archana Pandey Company Secretary &amp; Compliance Officer</p> </div> <div style="text-align: center;">  </div> </div>