

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended 30th September, 2019

1. Name of the Company : Transport Corporation of India Limited
2. Quarter ending on : 30th September 2019

Title (Mr. /Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/Non- Executive/ independent/ Nominee)	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure (In Months)	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 Comm ittee	Stake- holder's Relation- ship Committee	Audit Comm ittee	Stakeholder's Relationship Committee
Mr.	D P Agarwal	00084105	Executive	11-09-1998	01-08-2018		-	24-08-1950	05	01	01	01	-	01
Mr.	S N Agarwal	00111187	Non-Executive	02-01-1995	29-07-2019		-	15-01-1945	02	01	02	01	-	-
Mr.	K S Mehta	00128166	Independent	18-06-1998	23-07-2014	29-07-2019	257	15-01-1946	02	02	01	01	-	01
Mr.	Ashish Bharat Ram	00671567	Independent	28-07-2011	04-11-2016		99	31-12-1968	03	01	-	02	-	01
Mr.	Vijay Sankar	00007875	Independent	04-11-2016			35	26-12-1972	03	03	03	01	02	-
Mr.	S Madhavan	06451889	Independent	12-02-2019	-		8	27-10-1956	05	05	05	01	02	01
Ms.	Gita Nayyar	07128438	Independent	24-05-2019	-		5	11-10-1963	02	02	01	-	-	-
Ms.	Urmila Agarwal	00818165	Non-Executive	01-11-2012	02-08-2018		-	28-09-1952	01	-	-	-	-	-
Mr.	Chander Agarwal	00818139	Non-Executive	21-09-2006	29-07-2019		-	26-12-1978	03	-	-	01	-	-
Mr.	Vineet Agarwal	00380300	Executive	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 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	
		Mr. K.S. Mehta	Independent	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. K S Mehta	Chairperson/ Independent	27-05-2000	
		Mr. S N Agarwal*	Non-Executive	27-05-2000	
		Mr. Vineet Agarwal	Executive	27-05-2000	

*Ms. Gita Nayyar has been appointed as a member in Stakeholder relationship Committee and Mr. S N Agarwal has been designated as Chairperson of the Committee 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)
24 th May, 2019	29 th July, 2019	Yes	9	4	65

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					
29 th July, 2019	Yes	3	2	24 th May, 2019	65

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 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 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>

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Half Year ended 30th September, 2019**

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)	No**
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note:</p> <p>*Business Responsibility Report is not applicable to the Company for Financial year ended on March 31, 2019 and it will be applicable in current year and will be included in the annual report accordingly.</p> <p>**Since the Chairman of Stakeholder Relationship Committee, Mr. K S Mehta could not attend the Annual General Meeting due to some exigencies, he had authorized one of his fellow members to attend the meeting on his behalf, in compliance with the Secretarial Standards issued by ICSI.</p>			
<p>For Transport Corporation of India Ltd.</p> <p>Archana Pandey Company Secretary & Compliance Officer</p>			