

**Quarterly Compliance Report on Corporate Governance** LEADERS IN LOGISTICS  
(Clause 49 of the Listing Agreement)

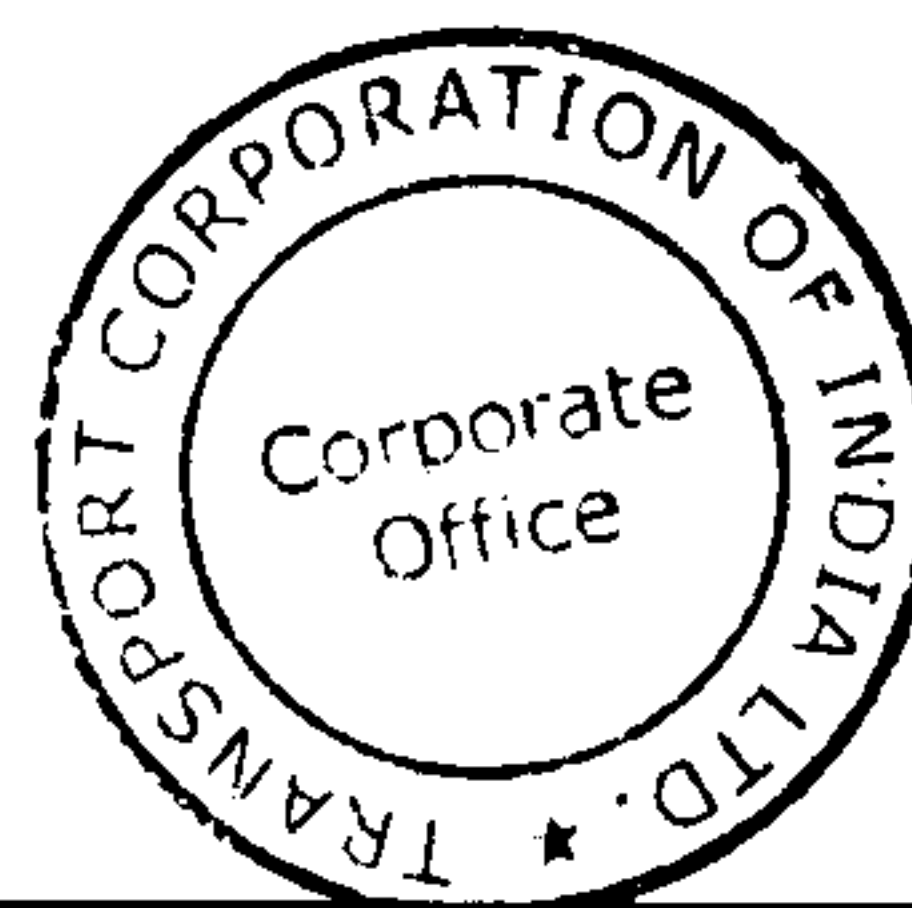
Name of the Company: Transport Corporation of India Limited

Quarter ending on: 30<sup>th</sup> June, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	<b>49 I</b>		
(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>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-----
(B) Meeting of Audit Committee		Yes	-----
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	-----
(D) Role of Audit Committee	49 II(D)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-----
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	-----
<b>IV. Disclosures</b>	<b>49 (IV)</b>	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	-----
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Shall form part of Annual Report 2014-15
(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	Shall form part of Annual Report 2014-15
(F) Management	49 IV F)	Yes	49(IV)(F)(i): Management Discussion & Analysis Report shall form part of Annual Report 2014-15. 49(IV)(F)(ii): Material financial and commercial transactions as covered under this sub-clause, if any, will be disclosed to the Board.
(G) Shareholders	49 (IV G)	Yes	-----
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	Shall form part of Annual Report 2014-15
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	-----
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	Shall form part of Annual Report 2014-15

For Transport Corporation of India Limited

  
Archana Pandey  
Company Secretary & Compliance Officer



**Transport Corporation of India Ltd.**

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