

**Quarterly Compliance Report
On Corporate Governance
(Clause 49 of the Listing Agreement)**



Name of the Company: Transport Corporation of India Limited
Quarter ending on: 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	-----
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-----
E) Code of Conduct	49 (IIE)	Yes	-----
F) Whistle Blower Policy	49 (IIF)	Yes	-----
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-----
(C) Powers of Audit Committee	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 (IIID)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-----
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	-----
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	-----
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Shall form part of Annual Report 14-15
(C) Remuneration of Directors	49 (VIII C)	Yes	-----
(D) Management	49 (VIII D)	Yes	49(VIII)(D)(i): Management Discussion & Analysis Report shall form part of Annual Report 14-15. 49(VIII)(ii): Material financial and commercial transactions as covered under this sub-clause, if any, will be disclosed to the Board.
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	Yes	-----
IX. CEO/CFO Certification	49 (IX)	Yes	Shall form part of Annual Report 14-15
X. Report on Corporate Governance	49 (X)	Yes	-----
XI. Compliance	49 (XI)	Yes	Shall form part of Annual Report 14-15

For Transport Corporation of India Limited


Archana Pandey
Company Secretary & Compliance Officer



Transport Corporation of India Ltd.

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