

**TCI EXPRESS LIMITED**

**Corporate Governance Report-For the quarter ended September 30, 2022**

Title Mr./ Ms.	Name of the Director	DIN	Category (Chairperson Executive Non- Executive/ Independent/ Nominee)	Initial Date of Appointm ent	Ten ure (In Mo nths )	Date of Birth	Whether special resolution passed?	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No 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	Stakeholders Relationship Committee	Audit Committee	Stakeholders Relationship Committee
Mr.	Dharpal Agarwal	00084105	Non-Executive	07-Oct-2015		24-Aug- 1950	NA	6	2	3	1	-	1
Mr.	Chander Agarwal	00818139	Executive	18-Aug-2016		26-Dec- 1978	NA	3	-	-	2	-	-
Mr.	Vineet Agarwal	00380300	Non-Executive	07-Oct-2015		16-Sep- 1973	NA	4	1	3	2	-	-
Mr.	Murali Krishna Chevuturi	01770851	Independent Director	18-Aug-2016	74	02-Feb- 1956	NA	1	1	2	-	2	-
Mrs.	Taruna Singhi	00635973	Independent Director	31-Jan-2017	71	28-Aug- 1954	NA	1	1	-	1	-	1
Mr.	Ashok Kumar Ladha	00089360	Independent Director	18-Aug-2016	74	15-Apr- 1949	NA	1	1	1	-	-	-
Mr.	Prashant Jain	00769291	Independent Director	18-Aug-2016	74	30-Apr- 1969	NA	1	1	1	-	-	-
Mr.	Phool Chand Sharma	01620437	Non-Executive	18-Aug-2016		14-Jul- 1961	NA	2	1	3	1	1	-

Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

I) Composition of Committees							
Sr. No.	Name of the Committee	Whether Regular chairperson appointed	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Audit Committee	Yes	Mr. Murali Krishna Chevuturi	Independent Director	Chairperson	29-Sep-2016	-
2			Mr. Vineet Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Ashok Kumar Ladha	Independent Director	Member	29-Sep-2016	-
4			Mr. Prashant Jain	Independent Director	Member	29-Sep-2016	-
1	Stakeholder's Relationship Committee	Yes	Mrs. Taruna Singhi	Independent Director	Chairperson	31-Jan-2017	-
2			Mr. Vineet Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Phool Chand Sharma	Non-Executive	Member	29-Sep-2016	-
1	Risk Management Committee	Yes	Mr. Prashant Jain	Independent Director	Chairperson	19-May-2021	-
2			Mr. Chander Agarwal	Executive	Member	30-Jul-2019	-
3			Mr. Phool Chand Sharma	Non-Executive	Member	30-Jul-2019	-
4			Mr. Mukti Lal	Member-CFO	Member	30-Jul-2019	-
1	Corporate Social Responsibility Committee	Yes	Mrs. Taruna Singhi	Independent Director	Chairperson	31-Jan-2017	-
2			Mr. Dharpal Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Chander Agarwal	Executive	Member	29-Sep-2016	-
1	Nomination and Remuneration Committee	Yes	Mr. Ashok Kumar Ladha	Independent Director	Chairperson	29-Sep-2016	-
2			Mr. Dharpal Agarwal	Non-Executive	Member	29-Sep-2016	-
3			Mr. Murali Krishna Chevuturi	Independent Director	Member	29-Sep-2016	-
4			Mr. Prashant Jain	Independent Director	Member	29-Sep-2016	-

II) 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	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
27-May-2022	03-Aug-2022	Yes	8	4	55

III) Meeting of Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting during of the committee in the previous quarter*	Maximum gap between any two consecutive (in number of days)
<b>Audit Committee</b>					
03-Aug-2022	Yes	4	3	27-May-2022	55
<b>Nomination &amp; Remuneration Committee</b>					
27-May-2022	Yes	3	2	28-Jan-2022	-
<b>Stakeholders Relationship Committee</b>					
27-May-2022	Yes	2	0	28-Jan-2022	-
<b>Corporate Social Responsibility Committee</b>					
27-May-2022	Yes	2	0	-	-
<b>Risk Management Committee</b>					
27-May-2022	Yes	3	0	01-Apr-2022	55

\* Details of relevant quarter to be provided

IV) Related Party Transactions		
SI No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Not Applicable
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

V) Affirmations		
SI No	Subject	Compliance status (Yes/No/NA)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a) Audit Committee b) Nomination & remuneration committee c) Stakeholders relationship committee d) Risk management committee (applicable to the top 500 listed entities)	Yes
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.	Yes
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.	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes

For TCI Express Limited

Priyanka  
Company Secretary & Compliance Officer

Date: 14.10.2022  
Place: Gurugram

VI) Affirmations			
Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

For TCI Express Limited

Priyanka  
Company Secretary & Compliance Officer

Date: 14.10.2022  
Place: Gurugram

**VII) Annexure-Half yearly**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
-	-	-	-	-	-	-	-

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

**Affirmations:** All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

**Company Remarks in case of non-compliant status**

**Name:**  
**Designation:**  
**Place:**  
**Date:**