

TCI EXPRESS LIMITED

Corporate Governance Report-For the quarter ended March31, 2022

Name of the Director	DIN	Category (Chairperson Executive Non-Executive/ Independent/ Nominee)	Initial Date of Appoint- ment	Ten ure	Date of Birth	Whether special resoluti on passed?	No. of Directors hip in listed entities including this listed entity	No of Independ ent Directors hip 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		24-08-1950	NA	6	2	2	1	-	1
Mr. Ashok Kumar Ladha	00089360	Independent Director	18-Aug-2016	68	15-04-1949	NA	1	1	1	-	-	-
Mrs. Taruna Singhi	00635973	Independent Director	31-Jan-2017	65	28-08-1954	NA	1	1	-	1	-	1
Mr. Murali Krishna Chevuturi	01770851	Independent Director	18-Aug-2016	68	02-02-1956	NA	1	1	2	-	2	-
Mr. Phool Chand Sharma	01620437	Non- Executive	18-Aug-2016		14-07-1961	NA	2	1	2	1	2	-
Mr. Prashant Jain	00769291	Independent Director	18-Aug-2016	68	30-04-1969	NA	1	1	1	-	-	-
Mr. Vineet Agarwal	00380300	Non- Executive	07-Oct-2015		16-09-1973	NA	4	1	3	2	-	-
Mr. Chander Agarwal	00818139	Executive	18-Aug-2016		26-12-1978	NA	3	-	-	2	-	-

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. Ashok Kumar Ladha	Independent Director	Member	29-Sep-2016	-
3			Mr. Prashant Jain	Independent Director	Member	29-Sep-2016	-
4			Mr. Vineet Agarwal	Non-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	-
1	Stakeholder's Relationship Committee	Yes	Mrs. Taruna Singhi	Independent Director	Chairperson	31-Jan-2017	-
2			Mr. Phool Chand Sharma	Non-Executive	Member	29-Sep-2016	-
3			Mr. Vineet Agarwal	Non-Executive	Member	29-Sep-2016	-
1	Risk Management Committee	Yes	Mr. Prashant Jain	Independent Director	Chairperson	19-May-2021	-
2			Mr. Phool Chand Sharma	Non-Executive	Member	30-Jul-2019	-
3			Mr. Chander Agarwal	Executive	Member	30-Jul-2019	-
4			Mr. Mukti Lal	Executive-CFO	Member	30-Jul-2019	-

1	Corporate Social Responsibility Committee	Yes	Mr. Dharpal Agarwal	Non-Executive	Chairperson	29-Sep-2016	-
2			Mrs. Taruna Singhi	Independent Director	Member	31-Jan-2017	-
3			Mr. Chander Agarwal	Executive	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)
22-Oct-2021	28-January-2022	Yes	6	2	97

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)
Audit Committee					
28-January-2022	Yes	3	2	22-Oct-2021	97
Stakeholders Relationship Committee					
28-January-2022	Yes	2	-	22-Oct-2021	97
Nomination & Remuneration Committee					
28-January-2022	Yes	3	2	-	-
Risk Management Committee					
-	-	-	-	22-Oct-2021	-

* 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: 18.04.2022
Place: Gurugram

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.tciexpress.in
Terms and conditions of appointment of independent directors	Yes		www.tciexpress.in
Composition of various committees of board of directors	Yes		www.tciexpress.in
Code of conduct of board of directors and senior management personnel	Yes		www.tciexpress.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tciexpress.in
Criteria of making payments to non-executive directors	Yes		www.tciexpress.in
Policy on dealing with related party transactions	Yes		www.tciexpress.in
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent directors	Yes		www.tciexpress.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.tciexpress.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tciexpress.in
Financial results	Yes		www.tciexpress.in
Shareholding pattern	Yes		www.tciexpress.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.tciexpress.in
New name and the old name of the listed entity	Not Applicable		-
Advertisements as per regulation 47 (1)	Yes		www.tciexpress.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.tciexpress.in
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable		-
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tciexpress.in
Materiality Policy as per Regulation 30	Yes		www.tciexpress.in
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.tciexpress.in
It is certified that these contents on the website of the listed entity are correct.	Yes		www.tciexpress.in
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	

Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2), 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) &	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information

Name : **PRIYANKA**
Designation : **Company Secretary & Compliance Officer**

(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**

The Company has not granted any 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.

Company Remarks in case of non-compliant status : Not applicable