

TCIEXPRESS

LEADER IN EXPRESS

October 7, 2017

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street - Mumbai- 400001

Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

Scrip Code: 540212

Scrip Symbol: TCIEXP

Sub: Submission of Compliance Report on Corporate Governance for the 02nd quarter/ Half year ended 30th September, 2017

Dear Sir/Madam,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith compliance report on Corporate Governance for the 02nd quarter/ Half year ended 30th September, 2017.

This is for your information, records and meeting the compliance requirements as per Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hope you shall find the same in order.

Thanking you,

Yours faithfully,
For TCI Express Limited



Vinay Gujral
Company Secretary & Compliance Officer
Encl.: As above

TCI Express Limited (formerly TCI Properties (Pune) Limited)

CIN: U62200TG2008PLC061781

New CIN: L62200TG2008PLC061781

Corporate Office: TCI House, Plot No. 69, Sector 32, Institutional Area, Gurugram – 122001, Haryana, India

Tel.: +91-124-2384090-94 • Fax: +91-124-2382113 • Email: info@tciexpress.in • Website: www.tciexpress.in

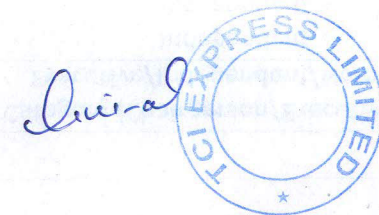
Registered Office: Flat Nos. 306 & 307, 1-8-273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500003 • Tel.: +91 40 27840104

A TCI Company

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
For the Quarter ended 30th September, 2017

1. Name of Listed Entity: TCI Express Limited
2. Quarter ending: 30th September, 2017

I. Composition of Board of Directors										
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure (In Year)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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	Stakeholder's Relationship Committee	Audit Committee	Stakeholder's Relationship Committee
Mr.	D P Agarwal	AAEPA8986H/ 00084105	Chairperson /Non-Executive	07/10/2015	-	05	01	01	00	00
Mr.	Chander Agarwal	AAGPA0718H/ 00818139	Executive	18/08/2016	-	03	0	01	00	00
Mr.	Vineet Agarwal	AAEPA8985E/ 00380300	Non-Executive	07/10/2015	-	04	03	04	00	00
Mr.	Murali Krishna Chevuturi	ABXPC7137L/ 01770851	Independent	18/08/2016	1.1	01	00	00	01	00
Ms.	Taruna Singhi	ARHPS8142D/ 00635973	Independent	31/01/2017	0.7	01	00	00	00	01
Mr.	Ashok Kumar Ladha	ABAPL7754K/ 00089360	Independent	18/08/2016	1.1	02	01	00	01	01
Mr.	Prashant Jain	AAEPJ6078M/ 00769291	Independent	18/08/2016	1.1	01	01	00	00	00
Mr.	Phool Chand Sharma	AIXPS2187H/ 01620437	Executive	18/08/2016	-	01	00	01	00	00



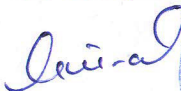

II. Composition of Committees		
Name of Committees	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Murali Krishna Chevuturi (Chairman) Mr. Ashok Kumar Ladha Mr. Prashant Jain Mr. Vineet Agarwal	Independent Independent Independent Non-Executive
2. Nomination & Remuneration Committee	Mr. Ashok Kumar Ladha (Chairman) Mr. D.P Agarwal Mr. Murali Krishna Chevuturi Mr. Prashant Jain	Independent Non-Executive Independent Independent
3. Risk Management Committee (If applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mrs. Taruna Singhi (Chairperson) Mr. Vineet Agarwal Mr. Phool Chand Sharma	Independent Non-Executive Executive


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	Maximum gap between any two consecutive meeting (in number of days)
May 23, 2017	August 1, 2017	69 Days

IV. Meeting of Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
August 1, 2017	Yes	May 23, 2017	69 Days
Stakeholders Relationship Committee			
August 1, 2017	Yes	May 23, 2017	69 Days



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 following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee b. Compensation/ Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 100 listed entities): Not Applicable <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>
<p>For TCI Express Limited</p>   <p>Vinay Gujral Company Secretary & Compliance Officer</p>

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For TCI Express Limited</p>  <p>Vinay Gujral Company Secretary & Compliance Officer</p>		

*Business Responsibility Report is not applicable on the Company