

CORPORATE GOVERNANCE REPORT

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **TCI Express Limited**
2. Quarter ending - **March 31, 2020**

i. Composition Of Board Of Director

Tit le (Mr. Ms)	Name of the Director	DIN	Catego ry (Chairp erson /Executiv e/Non-Executiv e/ Indepen dent/ Nominee	Initial Date of Appoin tment	Date of Appoin tment	Date of cessation	Ten- ure	Date of Birth	Whether special resolution passed?	No. of Directorship 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	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	D P Agarwal	00084105	C,NED	07-10-2015				24-Aug-1950	NA	5	1	2	1
Mr.	Chander Agarwal	00818139	ED	18-Aug-2016				26-Dec-1978	NA	3	0	1	0
Mr.	Vineet Agarwal	00380300	NED	07-Oct-2015				16-Sep-1973	NA	4	1	6	0
Mr.	Murali Krishna Chevuturi	01770851	ID	18-Aug-2016	18-Aug-2016		44	02-Feb-1956	NA	1	1	2	2
Ms.	Taruna Singhi	00635973	ID	31-Jan-2017	31-Jan-2017		38	28-Oct-1954	NA	1	1	1	1
Mr.	Ashok Kumar Ladha	00089360	ID	18-Aug-2016	18-Aug-2016		44	15-Apr-1949	NA	1	1	1	0
Mr.	Prashant Jain	00769291	ID	18-Aug-2016	18-Aug-2016		44	30-Apr-1969	NA	1	1	1	0
Mr.	Phool Chand Sharma	01620437	NED	18-Aug-2016				14-Jul-1961	NA	1	0	1	0

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

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Murali Krishna Chevuturi	ID	Chairperson	29-Sep-2016	
2	Ashok Kumar Ladha	ID	Member	29-Sep-2016	
3	Prashant Jain	ID	Member	29-Sep-2016	
4	Vineet Agarwal	NED	Member	29-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Taruna Singhi	ID	Chairperson	31-Jan-2017	
2	Vineet Agarwal	NED	Member	29-Sep-2016	
3	Phool Chand Sharma	NED	Member	29-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Chander Agarwal	ED	Chairperson	30-Jul-2019	
2	Phool Chand Sharma	NED	Member	30-Jul-2019	
3	Mukti Lal	Member	Member	30-Jul-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ashok Kumar Ladha	ID	Chairperson	29-Sep-2016	
2	D P Agarwal	C,NED	Member	29-Sep-2016	
3	Murali Krishna Chevuturi	ID	Member	29-Sep-2016	
4	Prashant Jain	ID	Member	29-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
04-Nov-2019	27-Jan-2020	Yes	7	3
	13-Mar-2020	Yes	6	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	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
Audit Committee	04-Nov-2019		Yes	3	2
Audit Committee		27-Jan-2020	Yes	4	3
Nomination & Remuneration Committee	04-Nov-2019		Yes	3	2

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	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
Nomination & Remuneration Committee		27-Jan-2020	Yes	4	3
Nomination & Remuneration Committee		13-Mar-2020	Yes	3	2
Stakeholders Relationship Committee	04-Nov-2019		Yes	3	1
Stakeholders Relationship Committee		27-Jan-2020	Yes	2	0
Risk Management Committee	04-Nov-2019		Yes	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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 - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

%affirmComments%

Name : %affirmName%
Designation : %affirmDesignation%

ANNEXURE II

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 (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.tciexpress.in
Terms and conditions of appointment of independent	Yes		www.tciexpress.in
Composition of various committees of board of	Yes		www.tciexpress.in
Code of conduct of board of directors and senior	Yes		www.tciexpress.in
Details of establishment of vigil mechanism/ Whistle	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	Yes		www.tciexpress.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting	Yes		www.tciexpress.in
Contact information of the designated officials of the	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	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	Yes		www.tciexpress.in
Separate audited financial statements of each	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	Yes		www.tciexpress.in
It is certified that these contents on the website of the	Yes		www.tciexpress.in

II Annual Affirmations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	

II Annual Affirmations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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	
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Name : **Priyanka**
Designation : **Company Secretary & Compliance Officer**